

BYLAWS
OF
UPRIGHT WELLNESS CENTER, INC.

ARTICLE I

NAME

The name of this corporation shall be: Upright Wellness Center, Inc.

ARTICLE II

OFFICES

Section 2.01 PRINCIPAL OFFICE. The principal office for the transaction of the business of the corporation (the “principal executive office”) is located at:

Upright Wellness Center, Inc.
2030 Oakstone Way
Los Angeles, CA 90046

The directors may change the principal office from one location to another. Notwithstanding ARTICLE XII, any change of this location shall be noted by the secretary on these Bylaws opposite this Section, or this Section may be amended to state the new location.

Section 2.02 OTHER OFFICES. The directors may at any time establish branches or subordinate offices at any place or places where the corporation is qualified to do business.

ARTICLE III

NONPARTISAN ACTIVITIES

This corporation has been formed under the Delaware General Corporation Law for the purposes described in the Certificate of Incorporation and it shall be nonprofit and nonpartisan. No substantial part of the activities of the corporation shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and the corporation shall not participate or intervene in any political campaign on behalf of any candidate for public office or for or against any cause or measure being submitted to the people for a vote. The corporation shall not, except in an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes described in the Certificate of Incorporation.

ARTICLE IV

IRREVOCABLE DEDICATION OF ASSETS

The properties and assets of this public benefit corporation are irrevocably dedicated to charitable purposes. No part of the net earnings, properties, or assets of this corporation, on

dissolution or otherwise, shall inure to the benefit of any private person or individual, or any member or director of this corporation. On liquidation or dissolution, all properties and assets and obligations shall be distributed and paid over (a) to the United States, any State, or any political subdivision of the United State or of any State, or (b) to a nonprofit fund, foundation, or corporation which is organized and operated exclusively for charitable purposes and which is recognized as exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"), or the corresponding section of any future federal tax code.

ARTICLE V

PURPOSE

The corporation is a nonstock, nonprofit corporation and is not organized for the private gain of any person. It is organized under Delaware General Corporation Law for charitable purposes. The corporation is organized exclusively for religious, charitable, scientific, testing for public safety, literary, and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code (the "Code").

Without limiting or expanding the foregoing, the purpose of the corporation is to engage in charitable and educational activities within the meaning of Section 501(c)(3) and 170(c)(2) of the Code, or the corresponding section of any future federal tax code, by acting as an educational organization providing a regular curriculum of formal instruction on massage and bodyworks modalities (both theory and hands-on), which includes a student clinic. In addition to the foregoing, the corporation shall provide grants and scholarships to individuals on a nondiscriminatory manner and on a needs-based basis, to a sufficiently broad, open-ended charitable class, provided that the corporation maintains records of such grants and scholarships to individuals in a manner proscribed by the Internal Revenue Service. Such grants and scholarships will be given to students seeking formal instruction on massage and bodyworks modalities and to student clinic patients who need further specialty treatment. The foregoing purpose however shall not limit the ability of the corporation to carry out any other religious, charitable, scientific, testing for public safety, literary, or educational purposes within the meaning of Section 501(c)(3) of the Code, or the corresponding section of any future federal tax code.

ARTICLE VI

MEMBERS

The corporation shall have no members. Any action which would otherwise require approval by a majority of all members or approval by the members shall require only approval of the Board of Directors. All rights which would otherwise vest in the members shall vest in the Board of Directors.

ARTICLE VII

DIRECTORS

Section 7.01 POWERS OF BOARD OF DIRECTORS

(a) **GENERAL CORPORATE POWERS.** Subject to the limitations in the Certificate of Incorporation and these Bylaws, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of

the Board of Directors. The Board of Directors may delegate the management of the activities of the corporation to any person or persons, a management company or committees however composed, provided that the activities and affairs of the corporation shall be managed and all corporate powers shall be exercised under the ultimate direction of the Board of Directors.

(b) **SPECIFIC POWERS.** Without prejudice to these general powers, and subject to the same limitations, the directors shall have the power to:

(i) Select and remove all officers, agents, and employees of the corporation; prescribe any powers and duties for them that are consistent with law, with the Certificate of Incorporation, and with these Bylaws; and fix their compensation.

(ii) Change the principal executive office or the principal business office in the State of Delaware from one location to another; cause the corporation to be qualified to do business in any other state, territory, dependency, or country and conduct business within or outside the State of Delaware; and designate any place within or outside the State of Delaware for the holding of any meeting or meetings including regular meetings.

(iii) Conduct, manage and control the affairs and activities of the corporation and make such rules and regulations therefore not inconsistent with law, the Certificate of Incorporation or these Bylaws, as they may deem best.

(iv) Adopt, make, and use a corporate seal and alter the form of the seal and certificate.

(v) Borrow money and incur indebtedness on behalf of the corporation and cause to be executed and delivered for the corporation's purposes, in the corporate name, promissory notes, bonds, debentures, deeds of trust, mortgages, pledges, hypothecations, and other evidence of debt and securities.

Section 7.02 NUMBER AND QUALIFICATION OF DIRECTORS. The authorized number of directors shall be not less than three (3) and not be more than ten (10) with the exact number of directors to be fixed by a resolution duly adopted by the Board of Directors. Directors need not be residents of the state of Delaware.

Section 7.03 ELECTIONS AND TERM OF OFFICE OF DIRECTORS. Each director shall hold office for a term of two (2) years, without term limits. A director may serve more than one term but must be re-elected at the annual meeting immediately preceding the expiration of such directors term by a majority of the Board of Directors. Each Director, including a Director elected to fill a vacancy, shall hold office until his or her successor shall have been elected and qualified, unless prior thereto he or she becomes disqualified to hold the office of Director or until the effective date of his or her resignation or removal in accordance with these Bylaws and the Delaware General Corporation Law.

Section 7.04 VACANCIES ON BOARD OF DIRECTORS.

(a) **EVENT CAUSING VACANCY.** A vacancy or vacancies in the Board of Directors shall be deemed to exist on the occurrence of the following: (1) the death, resignation, or removal of any director, (2) the declaration by resolution of the Board of Directors of a vacancy of the office of a director who has been declared of unsound mind by an order of court or convicted of a felony or has been found by final order or judgment

of any court to have breached a duty under the Delaware General Corporation Law, or (3) the increase of the authorized number of directors.

(b) **RESIGNATIONS.** Except as provided in this Section, any director may resign, which resignation shall be effective on giving written notice to the chairman of the board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the resignation to become effective. If the resignation of a director is effective at a future time, the Board of Directors may elect a successor to take office when the resignation becomes effective. No director may resign when the corporation would be left without a duly elected director or directors in charge of its affairs.

(c) **NO VACANCY ON REDUCTION OF NUMBER OF DIRECTORS.** While the Board of Directors may elect to reduce the authorized number of Directors, no reduction of the authorized number of directors shall have the effect of removing any Director before that Director's term of office expires.

(d) **ELECTION TO FILL VACANCIES.** If there is a vacancy on the Board of Directors, including a vacancy created by the removal of a Director, the remaining Directors may fill such vacancy by electing an additional Director as soon as practicable after the vacancy occurs. If the number of Directors then in office is less than a quorum, additional directors may be elected to fill such vacancies by (i) the unanimous written consent of the Directors then in office, (ii) the affirmative vote of a majority of the Directors in office at a meeting held according to the notice or waivers complying with the Delaware General Corporation Law, or (iii) a sole remaining Director.

Section 7.05 PLACE OF MEETINGS; MEETINGS BY TELEPHONE. Regular meetings of the Board of Directors may be held at any place within or outside the State of Delaware that had been designated from time to time by resolution of the Board of Directors. In the absence of such designation, regular meetings shall be held at the principal executive office of the corporation. Special meetings of the board shall be held at any place within or outside the State of Delaware that has been designated in the notice of the meeting or, if not stated in the notice, or if there is no notice, at the principal executive office of the corporation.

Notwithstanding the above provisions of this Section 7.05, a regular or special meeting of the Board of Directors may be held at any place consented to in writing by all Directors, either before or after the meeting. If consents are given, they shall be filed with the minutes of the meeting. Any meeting, regular, or special, may be held by conference telephone or similar communication equipment, so long as all directors participating in the meeting can hear one another, and all such directors shall be deemed to be present in person at such meeting.

Section 7.06 SPECIAL MEETINGS.

(a) **AUTHORITY TO CALL.** Special meetings of the Board of Directors for any purpose may be called at any time by the chairman of the board or the president, or any vice-president, the secretary, or any Director.

(b) **NOTICE.**

(i) **MANNER OF GIVING.** Notice of the time and place of special meetings shall be given to each Director by one of the following methods: (A) by personal delivery of written notice; (B) by first-class mail, postage paid; (C) by telephone communication, either directly to the Director or to the person at the Director's office who would reasonably be expected to communicate such notice

promptly to the Director; or (D) by email or facsimile. All such notices shall be given or sent to the Director's address, telephone or facsimile number or email address as shown on the records of the corporation.

(ii) **TIME REQUIREMENTS.** Notices sent by first class mail shall be deposited into a United States mailbox at least seven (7) days before that time set for the meeting. Notices given by personal delivery, telephone, email, or facsimile at least forty-eight (48) hours before the time set for the meeting.

(iii) **NOTICE CONTENTS.** The notice shall state the time and place for the meeting. However, it need not specify the purpose of the meeting, or the place of the meeting, if it is to be held at the principal executive office of the corporation.

Section 7.07 QUORUM. Three-Quarters (3/4), but in no event less than three (3), of the authorized number of Directors shall constitute a quorum for the transaction of business, except to adjourn as provided in Section 7.10. Every act of decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present shall be regarded as the act of the Board of Directors, subject to the provisions of the Delaware General Corporation Law, except those provisions relating to (a) approval of contracts or transactions in which a Director has a direct or indirect material financial interest, (b) appointment of committees, and (c) indemnification of directors. A meeting at which a quorum is initially present may continue to transact business, notwithstanding the withdrawal of Directors, if any action taken is approved by at least a majority off the required quorum for that meeting.

Section 7.08 CONDUCT OF MEETINGS. Meetings of the Board of Directors shall be presided over by the Chairperson of the Board, or, if no such person has been so designated or, in his or her absence, the President of the corporation or, in his or her absence, by the Vice President of the corporation or, in the absence of each of these persons, by a Chairperson chosen by a majority of the directors present at the meeting. The Secretary of the corporation shall act as secretary of all meetings of the board, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the Meeting.

Meetings shall be governed by "Robert's Rules of Order", insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these Bylaws, or with provisions of law.

Section 7.09 WAIVER OF NOTICE. The transactions of any meeting of the Board of Directors, however called and noticed or wherever held, shall be as valid as thought taken at a meeting duly held after regulate call and notice, if (a) a quorum is present, and (b) either before or after the meeting, each of the directors not present signs a written waiver of notice, a consent to holding the meeting, or an approval of the minutes. The waiver of notice or consent need not specify the purpose of the meeting. All waivers, consents, and approvals shall be filed with the corporate records or made a part of the minutes of the meeting. Notice of a meeting shall also be deemed given to any director who attends the meeting without protesting before or at its commencement about the lack of adequate notice.

Section 7.10 ADJOURNMENT. A majority of the directors present, whether or not constituting a quorum, may adjourn any meeting to another time and place.

Section 7.11 NOTICE OF ADJOURNMENT. Notice of the time and place of holding an adjourned meeting need not be given, unless the meeting is adjourned for more than twenty-four (24) hours, in which case personal notice of the time and place shall be given before the time of the adjourned meeting to the directors who were not present at the time of adjournment.

Section 7.12 ACTION WITHOUT MEETING. Any action required or permitted to be taken by the Board of Directors may be taken without a meeting, if all members of the board, individually and collectively, consent in writing to that action. Such action by written consent shall have the same force and effect as a unanimous vote of the Board of Directors. Such written consent or consent shall be filed with the minutes of the proceedings of the Board of Directors.

Section 7.13 COMPENSATION AND REIMBURSEMENT OF DIRECTORS. Directors and members of committees may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable so long as such compensation will not constitute an “excess benefit transaction” within the meaning of Section 4958 of the Internal Revenue Code of 1986, as amended.

ARTICLE VIII

COMMITTEES

Section 8.01 COMMITTEES OF DIRECTORS. The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two (2) or more Directors, to serve at the pleasure of the board. Any committee, to the extent provided in the resolution of the board, shall have all the authority of the board, except that no committee, regardless of board resolution, may:

- (a) Take any final action on matters which, under the Delaware General Corporation Law, also require members’ approval;
- (b) Fill vacancies on the Board of Directors or in any committee;
- (c) Fix compensation of the Directors for serving on the board or on any committee;
- (d) Amend or repeal bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board of Directors which by its express terms is not so amendable or repealable;
- (f) Appoint any committees of the Board of Directors or the members of such committees;
- (g) Expend corporate funds to support a nominee for director after there are more people nominated for director than can be elected; and
- (h) Approve any transaction which the corporation is a party and in which one or more directors have a material financial interest.

Section 8.02 MEETINGS AND ACTIONS OF COMMITTEES. Meetings and actions of committees shall be governed by, and held and taken in accordance with, the provisions of these Bylaws, concerning meetings of Directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of committee. Special meetings of committees may also be called by resolution of the Board of Directors. Notice of special meetings and

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 of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules for the government of any committee not inconsistent with the provisions of these Bylaws.

ARTICLE IX

OFFICERS

Section 9.01 OFFICERS. The officers of the corporation shall be a chief executive officer, a president, a secretary, and a chief financial officer. The corporation may also have, at the discretion of the Board of Directors, a chairman of the board, an executive director, one or more vice presidents, one or more assistant secretaries, one or more assistant treasurers, and such other officers as may be appointed in accordance with the provision of Section 9.03. Any number of offices may be held by the same person.

Section 9.02 ELECTION OF OFFICERS. The officers of the corporation, except those appointed in accordance with the provisions of Section 9.03, shall be chosen by the Board of Directors, and each shall serve at the pleasure of the board, subject to the rights, if any, of an officer under any contract of employment.

Section 9.03 SUBORDINATE OFFICERS. The Board of Directors may appoint, and may authorize the chairman of the board or the president or another officer to appoint, any other officers that the business of the corporation may require, each of whom shall have the title, hold office for the period, have the authority, and perform the duties specified in the Bylaws or determined from time to time by the Board of Directors.

Section 9.04 REMOVAL OF OFFICERS. Subject to the rights, if any, of an officer under any contract of employment, any officer may be removed, with or without cause, by the Board of Directors, at any regular or special meeting of the board, or, except in case of an officer chosen by the Board of Directors, by an officer on whom such power of removal may be conferred by the Board of Directors.

Section 9.05 RESIGNATION OF OFFICERS. Any officer may resign at any time by giving written notice to the corporation. Any resignation shall take effect at the date of the receipt of that notice or at any later time specified in that notice; and, unless otherwise specified in that notice, the acceptance of the resignation shall not be necessary to make it effective. Any resignation is without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party.

Section 9.06 VACANCIES IN OFFICE. A vacancy in any office because of death, resignation, removal, disqualification, or any other cause shall be filled only in the manner prescribed in these Bylaws or regular appointments to that office.

Section 9.07 FEES AND COMPENSATION OF OFFICERS. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, officers may receive such compensation, if any, for their services, and such reimbursement of expenses, as may be determined by resolution of the Board of Directors to be just and reasonable, and so long as such

compensation will not constitute an “excess benefit transaction” within the meaning of Section 4958 of the Code.

Section 9.08 RESPONSIBILITIES OF OFFICERS.

(a) **EXECUTIVE DIRECTOR.** If such an officer be elected, the executive director shall preside at meetings of the Board of Directors and exercise and perform such other powers and duties as may be from time to time assigned to him or her by the Board of Directors or prescribed by the Bylaws. If there is no president, the chairman of the board shall, in addition, be the chief executive officer of the corporation and shall have the powers and duties prescribed in Section 9.08(b).

(b) **PRESIDENT/CHIEF EXECUTIVE OFFICER.** Subject to such supervisory powers as may be given by the Board of Directors, if any, the president and chief executive officer shall, subject to the control of the Board of Directors, generally supervise, direct and control the business and the officers of the corporation. In the absence of the chairman of the board, or if there be none, the president shall preside at all meetings of the Board of Directors. The president and chief executive officer shall have such other powers and duties as may be prescribed by the Board of Directors or the Bylaws.

(c) **VICE PRESIDENTS (SECRETARY AND/OR TREASURER).** In the absence or disability of the president, the vice presidents, if any, in order of their rank as fixed by the Board of Directors, or, if not ranked, a vice president designated by the Board of Directors, shall perform and shall be subject to all the restrictions upon, the president. The vice president(s) shall have such other powers and perform such other duties as from time to time may be prescribed by them respectively by the Board of Directors or the chairman of the board.

(d) **SECRETARY.** The secretary shall attend to the following:

(i) **BOOK OF MINUTES.** The secretary shall keep or cause to be kept, at the principal executive office or such other place as the Board of Directors may direct, a book of minutes and actions of directors and committees of directors, with the time and place of holding, whether annual or special, and, if special, how authorized, the notice given, the names of those present at such meetings, and the proceedings of such meetings.

(ii) **NOTICE AND OTHER DUTIES.** The secretary shall give, or cause to be given, notice of all meetings of the members and of the Board of Directors required by the Bylaws to be given. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(iii) **CORPORATE SEAL.** The secretary shall not be required to obtain a corporate seal for the corporation.

(e) **CHIEF FINANCIAL OFFICER/TREASURER.** The chief financial officer shall attend to the following:

(i) **BOOKS OF ACCOUNT.** The chief financial officer shall keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses,

capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any director at all reasonable times.

(ii) **DEPOSIT AND DISBURSEMENT OF MONEY AND VALUABLES.** The chief financial officer shall deposit all money and other valuables in the name and to the credit of the corporation with such depositories as may be designated by the Board of Directors; shall disburse the funds of the corporation as may be ordered by the Board of Directors; shall render to the president and Board of Directors, whenever they request it, an account of all of his transactions as chief financial officer and of the financial condition of the corporation; and shall have other powers and perform such other duties as may be prescribed by the Board of Directors or the Bylaws.

(iii) **BOND.** If required by the Board of Directors, the chief financial officer shall give the corporation a bond in the amount and with the surety or sureties specified by the board for faithful performance of the duties of his office and for restoration to the corporation of all its books, papers, vouchers, money, and other property of every kind in his possession or under his control on his death, resignation, retirement, or removal from office.

ARTICLE X

INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, AND OTHER AGENTS

Section 10.01 INDEMNIFICATION OTHER THAN IN ACTION BY CORPORATION. The corporation shall indemnify to the maximum 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 (other than an action by or in the right of the corporation) by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him in connection with such action, suit or proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, had reasonable cause to believe that his or her conduct was unlawful.

Section 10.02 INDEMNIFICATION IN ACTION BY CORPORATION. The corporation shall indemnify to the maximum 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 or suit by or in the right of the corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the corporation, or is or was serving at the request of the corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him or

her in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of the corporation and except that no such indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation unless and only to the extent that the Court of Chancery of Delaware or the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which such Court of Chancery or such other court shall deem proper.

Section 10.03 INDEMNIFICATION OF EXPENSES. To the extent that a director or officer of the corporation shall be successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Sections 10.1 and 10.2, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him or her in connection therewith.

Section 10.04 DETERMINATION BY BOARD OF DIRECTORS. Any indemnification under Section 10.01 and Section 10.02 (unless ordered by a court) shall be made by the corporation only as authorized in the specific case upon a determination that indemnification of the director or officer is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 10.01 and Section 10.02. Such determination shall be made (a) by the Board of Directors by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or (b) if such a quorum is not obtainable, or even if obtainable a quorum of disinterested directors so directs, by independent legal counsel in a written opinion. The corporation, acting through its Board of Directors or otherwise, shall cause such determination to be made if so requested by any person who is indemnifiable under this Article.

Section 10.05 ADVANCE OF EXPENSES. Expenses (including attorneys' fees) incurred in defending any proceeding may be advanced by this corporation before the final disposition of the proceeding on receipt of an undertaking by or on behalf of the agent to repay the amount of the advance unless it is determined ultimately that the agent is entitled to be indemnified as authorized in this Article.

Section 10.06 NONEXCLUSIVE REMEDY. The indemnification and advancement of expenses provided by, or granted pursuant to, the other Sections of 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 disinterested directors or otherwise, both as to action in his official capacity and as to action in another capacity while holding such office.

Section 10.07 INSURANCE. The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation against any liability asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not this corporation would have the power to indemnify the agent against that liability under the provisions of this Section except as otherwise provided by law.

Section 10.08 CORPORATION DEFINED. For the purposes of this Article, references to "the corporation" shall include, in addition to the resulting corporation, any constituent corporation (including any constituent of a constituent) absorbed in a consolidation or merger which, if its separate existence had continued, would have had power and authority to indemnify its directors or officers so that any person who is or was a director or officer of such constituent

corporation, or is or was serving at the request of such constituent corporation as a director or officer of another corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article with respect to the resulting or surviving corporation as he or she would have with respect to such constituent corporation if its separate existence had continued.

Section 10.09 OTHER ENTERPRISES DEFINED. For the purposes of this Article, references to "other enterprises" shall include employee benefit plans; references to "fines" shall include any excise taxes assessed on a person with respect to an employee benefit plan; and references to "serving at the request of the corporation" shall include service as a director or officer of the corporation which imposes duties on, or involves services by, such director or officer with respect to an employee benefit plan, its participants or beneficiaries; and a person who acted in good faith and in a manner he or she reasonably believed to be in the interest of the participants and beneficiaries of an employee benefit plan shall be deemed to have acted in a manner "not opposed to the best interests of the corporation" as referred to in this Article.

Section 10.10 SUCCESSORS. The indemnification and advancement of expenses provided by, or granted pursuant to, this Article shall, unless otherwise provided when authorized or ratified, continue as to a person who has ceased to be a director or officer and shall inure to the benefit of the heirs, executors and administrators of such a person.

Section 10.11 AUTHORIZATION OF BOARD OF DIRECTORS. The corporation shall be required to indemnify a person in connection with an action, suit or proceeding (or part thereof) initiated by such person only if the action, suit or proceeding (or part thereof) was authorized by the Board of Directors of the corporation.

ARTICLE XI

CONFLICT OF INTEREST POLICY

The Board of Directors of the corporation shall adopt and periodically review a conflict-of-interest policy to protect the corporation's interest when it is contemplating any transaction or arrangement which may benefit any director, officer, key employee, or member of a committee with board-delegated powers.

ARTICLE XII

CORPORATE RECORDS AND REPORTS

Section 12.01 MAINTENANCE AND INSPECT OF CERTIFICATE AND BYLAWS. The corporation shall keep at its principal executive office, the original or a copy of the Certificate of Incorporation and Bylaws as amended to date, which shall be open to inspection by the directors at all reasonable times during office hours. If the principal executive office of the corporation is outside the State of Delaware and the corporation has no principal business office in Delaware, the secretary shall, on the written request of any Director, furnish to that director a copy of the certificate and Bylaws as amended to date.

Section 12.02 MAINTENANCE AND INSPECTION OF OTHER CORPORATE RECORDS. 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. This inspection by a Director may be made in person or by an agent or attorney, and the right of inspection includes the right to copy and make extracts of documents.

Section 12.03 ANNUAL REPORT. The corporation shall provide to the Directors within one hundred twenty (120) days after the close of its fiscal year, a report containing the information in reasonable detail:

- (a) The assets and liabilities, including the trust funds, of the corporation as of the end of the fiscal year;
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year;
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to a particular purpose, for the fiscal year; and
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.

ARTICLE XIII

CONSTRUCTION AND DEFINITIONS

Unless the context requires otherwise, the general provisions, rules of construction, and definitions in the Delaware General Corporation Law shall govern the construction of these Bylaws. Without limiting the generality of the above, the masculine gender includes the feminine and neuter, the singular number includes the plural, the plural number includes the singular, and the term "person" includes both the corporation and a natural person.

ARTICLE XIV

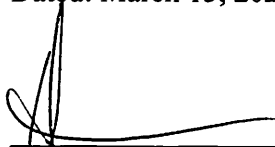
AMENDMENTS

The Bylaws or Certificate may be adopted or may be amended or repealed by unanimous approval of the Board of Directors provided that no amendment of the Bylaws or the Certificate shall be made which would cause the corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Code.

ADOPTION OF AMENDED 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 amended Bylaws, consisting of the thirteen (12) preceding pages, as the Bylaws of this corporation.

Dated: March 13, 2024



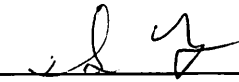
Oznette Osborne
Executive Director & Board Member



Adi Herman
CEO & Board President



Paula Present
Board Secretary



Inna Natan
CFO & Board Treasurer