**Bylaws

of

EARTHCYCLE, INC.,**
(a Wyoming Corporation)

Adopted as of August 17, 2018

TABLE OF CONTENTS

Page

[ARTICLE I. IDENTIFICATION; OFFICES 4](#_Toc494302776)

[Section 1.    NAME 4](#_Toc494302777)

[Section 2.    PRINCIPAL AND BUSINESS OFFICES 4](#_Toc494302778)

[Section 3.    REGISTERED AGENT AND OFFICE 4](#_Toc494302779)

[Section 4.    PLACE OF KEEPING CORPORATE RECORDS 4](#_Toc494302780)

[Section 5.    CORPORATION. 4](#_Toc494302781)

[ARTICLE II. SHAREHOLDERS 5](#_Toc494302782)

[Section 1.    ANNUAL MEETING 5](#_Toc494302783)

[Section 2.    SPECIAL MEETING 5](#_Toc494302784)

[Section 3.    PLACE OF STOCKHOLDER MEETINGS 5](#_Toc494302785)

[Section 4.    NOTICE OF MEETINGS 5](#_Toc494302786)

[Section 5.    QUORUM AND ADJOURNED MEETINGS 5](#_Toc494302787)

[Section 6.    FIXING OF RECORD DATE. 6](#_Toc494302788)

[Section 7.    VOTING LIST 7](#_Toc494302789)

[Section 8.    VOTING 7](#_Toc494302790)

[Section 9.    PROXIES 7](#_Toc494302791)

[Section 10.    RATIFICATION OF ACTS OF DIRECTORS AND OFFICERS 8](#_Toc494302792)

[Section 11.    INFORMAL ACTION OF SHAREHOLDERS 8](#_Toc494302793)

[Section 12.    ORGANIZATION 8](#_Toc494302794)

[Section 13.    VALIDATION OF MEETINGS: WAIVER OF NOTICE; CONSENT. 9](#_Toc494302795)

[ARTICLE III. DIRECTORS 9](#_Toc494302796)

[Section 1.    NUMBER AND TENURE OF DIRECTORS 9](#_Toc494302797)

[Section 2.    ELECTION OF DIRECTORS 9](#_Toc494302798)

[Section 3.    SPECIAL MEETINGS 9](#_Toc494302799)

[Section 4.    NOTICE OF SPECIAL MEETINGS OF THE BOARD OF DIRECTORS 9](#_Toc494302800)

[Section 5.    QUORUM 10](#_Toc494302801)

[Section 6.    VOTING 10](#_Toc494302802)

[Section 7.    VACANCIES 10](#_Toc494302803)

[Section 8.    REMOVAL OF DIRECTORS 10](#_Toc494302804)

[Section 9.    WRITTEN ACTION BY DIRECTORS 10](#_Toc494302805)

[Section 10.    PARTICIPATION BY CONFERENCE TELEPHONE 10](#_Toc494302806)

[Section 11.    COMPENSATION OF DIRECTORS 10](#_Toc494302807)

[ARTICLE IV. WAIVER OF NOTICE 12](#_Toc494302808)

[Section 1.    WRITTEN WAIVER OF NOTICE 12](#_Toc494302809)

[Section 2.    ATTENDANCE AS WAIVER OF NOTICE 12](#_Toc494302810)

[ARTICLE V. COMMITTEES 13](#_Toc494302811)

[Section 1.    GENERAL PROVISIONS 13](#_Toc494302812)

[ARTICLE VI. OFFICERS 14](#_Toc494302813)

[Section 1.    GENERAL PROVISIONS 14](#_Toc494302814)

[Section 2.    ELECTION AND TERM OF OFFICE 14](#_Toc494302815)

[Section 3.    REMOVAL OF OFFICERS 14](#_Toc494302816)

[Section 4.    THE CHIEF EXECUTIVE OFFICER 14](#_Toc494302817)

[Section 5.    THE PRESIDENT 15](#_Toc494302818)

[Section 6.    THE CHAIRMAN OF THE BOARD 15](#_Toc494302819)

[Section 7.    VICE CHAIRMAN OF THE BOARD 15](#_Toc494302820)

[Section 8.    THE VICE PRESIDENT 15](#_Toc494302821)

[Section 9.    THE SECRETARY 15](#_Toc494302822)

[Section 10.    THE ASSISTANT SECRETARY 16](#_Toc494302823)

[Section 11.    THE TREASURER 16](#_Toc494302824)

[Section 12.    THE ASSISTANT TREASURER 16](#_Toc494302825)

[Section 13.    OTHER OFFICERS, ASSISTANT OFFICERS AND AGENTS 16](#_Toc494302826)

[Section 14.    ABSENCE OF OFFICERS 16](#_Toc494302827)

[Section 15.    COMPENSATION 16](#_Toc494302828)

[ARTICLE VII. INDEMNIFICATION 17](#_Toc494302829)

[Section 1.    RIGHT TO INDEMNIFICATION OF DIRECTORS AND OFFICERS 17](#_Toc494302830)

[Section 2.    PREPAYMENT OF EXPENSES OF DIRECTORS AND OFFICERS 17](#_Toc494302831)

[Section 3.    CLAIMS BY DIRECTORS AND OFFICERS 17](#_Toc494302832)

[Section 4.    INDEMNIFICATION OF EMPLOYEES AND AGENTS 17](#_Toc494302833)

[Section 5.    ADVANCEMENT OF EXPENSES OF EMPLOYEES AND AGENTS 18](#_Toc494302834)

[Section 6.    NON-EXCLUSIVITY OF RIGHTS 18](#_Toc494302835)

[Section 7.    OTHER INDEMNIFICATION 18](#_Toc494302836)

[Section 8.    INSURANCE 18](#_Toc494302837)

[Section 9.    AMENDMENT OR REPEAL 18](#_Toc494302838)

[ARTICLE VIII. CERTIFICATES FOR SHARES 18](#_Toc494302839)

[Section 1.    CERTIFICATES OF SHARES 18](#_Toc494302840)

[Section 2.    SIGNATURES OF FORMER OFFICER, TRANSFER AGENT OR REGISTRAR 19](#_Toc494302841)

[Section 3.    TRANSFER OF SHARES 19](#_Toc494302842)

[Section 4.    LOST, DESTROYED OR STOLEN CERTIFICATES 19](#_Toc494302843)

[ARTICLE IX. DIVIDENDS 19](#_Toc494302844)

[Section 1.    DECLARATIONS OF DIVIDENDS 19](#_Toc494302845)

[Section 2.    REQUIREMENTS FOR PAYMENT OF DIVIDENDS 19](#_Toc494302846)

[ARTICLE X. AMENDMENTS 20](#_Toc494302847)

[Section 1.    AMENDMENTS 20](#_Toc494302848)

[ARTICLE XI. SHAREHOLDERS AGREEMENTS 20](#_Toc494302849)

[Section 1.    SHAREHOLDERS AND VOTING AGREEMENTS 20](#_Toc494302850)

[ARTICLE XII. SHAREHOLDER VALUE AND PUBLIC BENEFIT 20](#_Toc494302851)

[Section 1.    DETERMINATION OF SHAREHOLDER VALUE 20](#_Toc494302852)

[Section 2.    ANNUAL PUBLIC STATEMENT. 20](#_Toc494302853)

[ARTICLE XIII. GENERAL PROVISIONS 21](#_Toc494302854)

[Section 1.    CONTRACTS 21](#_Toc494302855)

[Section 2.    LOANS 21](#_Toc494302856)

[Section 3.    CHECKS, DRAFTS, ETC. 21](#_Toc494302857)

[Section 4.    DEPOSITS 21](#_Toc494302858)

[Section 5.    FISCAL YEAR 21](#_Toc494302859)

[Section 6.    SEAL 21](#_Toc494302860)

[Section 7.    ANNUAL STATEMENT 22](#_Toc494302861)

**Bylaws

of

EarthCycle, Inc.**
a Wyoming Corporation

Adopted as of June 25, 2018

# IDENTIFICATION; OFFICES

## NAME

. The name of the corporation is EarthCycle, Inc.. (the “Corporation”).

## PRINCIPAL AND BUSINESS OFFICES

. The Corporation may have such principal and other business offices, either within or outside of the state of Wyoming, as the Board of Directors may designate or as the Corporation’s business may require from time to time.

## REGISTERED AGENT AND OFFICE

. The Corporation’s registered agent may be changed from time to time by or under the authority of the Board of Directors. The address of the Corporation’s registered agent may change from time to time by or under the authority of the Board of Directors, or the registered agent. The business office of the Corporation’s registered agent shall be identical to the registered office. The Corporation’s registered office may be but need not be identical with the Corporation’s principal office in the state of Wyoming. The Corporation’s initial registered office shall be in the State of Wyoming as set forth in the Certificate of Incorporation.

## PLACE OF KEEPING CORPORATE RECORDS

. The records and documents required by law to be kept by the Corporation permanently shall be kept at the Corporation’s principal office.

## CORPORATION. The Corporation shall be a Corporation as contemplated by the Wyoming Business Corporation Act under Chapter 16 of Title 17 of Wyoming Statutes (the “Wyoming Code”), or any successor provisions. While the Corporation is a for-profit corporation, it is intended to operate in a responsible and sustainable manner and to produce a public benefit or benefits, and is to be managed in a manner that balances the shareholders pecuniary interests, the best interests of those materially affected by the corporation’s conduct and the public benefit or benefits identified in this certificate of incorporation. If the Wyoming Code is amended to alter or further define the management and operation of Corporations, then the corporation shall be managed and operated in accordance with the Wyoming Code, as so amended.

# SHAREHOLDERS

## ANNUAL MEETING

. An annual meeting of the shareholders shall be held on such date as may be determined by resolution of the Board of Directors. At each annual meeting, the Class A Common Shareholders shall elect directors to hold office for the term provided in Section 1 of Article III of these Bylaws and the shareholders of all classes entitled to vote shall vote on such other matters as the Board of Directors places on the agenda of the annual meeting for which a vote of the shareholders is deemed required by the Board of Directors.

## SPECIAL MEETING

. A special meeting of the shareholders may be called by the CEO or President of the Corporation, the Board of Directors, or by such other officers or persons as the Board of Directors may designate.

## PLACE OF STOCKHOLDER MEETINGS

. The Board of Directors may designate any place, either within or without the State of Wyoming, as the place of meeting for any annual meeting or for any special meeting. If no such place is designated by the Board of Directors, the place of meeting will be the principal business office of the Corporation or the Board of Directors may, in its sole discretion, determine that the meeting shall not be held at any place, but will instead be held solely by means of remote communication as provided under Section 211 of the Wyoming General Corporation Law.

## NOTICE OF MEETINGS

. Unless waived as herein provided, whenever shareholders are required or permitted to take any action at a meeting, written notice of the meeting shall be given stating the place, if any, date and hour of the meeting, the means of remote communications, if any, by which shareholders may be deemed to be present in person and vote at such meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called. Such written notice shall be given not less than ten (10) days nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at the meeting. If mailed, notice is given when deposited in the United States mail, postage prepaid, directed to the stockholder at the stockholder’s address as it appears on the records of the Corporation. If electronically transmitted, then notice is deemed given when transmitted and directed to a facsimile number or electronic mail address at which the stockholder has consented to receive notice. An affidavit of the secretary or of the transfer agent or other agent of the Corporation that the notice has been given by a form of electronic transmission shall, in the absence of fraud, be *prima facie* evidence of the facts stated therein.

When a meeting is adjourned to reconvene at the same or another place, if any, or by means of remote communications, if any, in accordance with Section 5 of Article II of these Bylaws, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken.

## QUORUM AND ADJOURNED MEETINGS

. Unless otherwise provided by law, the Corporation’s Certificate of Incorporation or these Bylaws, a majority of the shares entitled to vote, present in person or represented by proxy, shall constitute a quorum at a meeting of shareholders. If a majority of the shares entitled to vote at a meeting of shareholders is present in person or represented by proxy at such meeting, such shareholders may continue to transact business until adjournment, notwithstanding the withdrawal of such number of shareholders as may leave less than a quorum. If less than a majority of the shares entitled to vote at a meeting of shareholders is present in person or represented by proxy at such meeting, a majority of the shares so represented may adjourn the meeting from time to time, to reconvene at the same or another place, if any, or by means of remote communications, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such meeting, and notice need not be given of any such adjourned meeting if the time, date, place, if any, thereof, and the means of remote communications, if any, by which shareholders and proxy holders may be deemed to be present in person and vote at such adjourned meeting are announced at the meeting at which the adjournment is taken; provided, however, that if the adjournment is for more than thirty (30) days a notice of the adjourned meeting shall be given to each stockholder of record entitled to vote at the meeting. At the adjourned meeting the Corporation may transact any business that might have been transacted at the original meeting.

## FIXING OF RECORD DATE.

###### For the purpose of determining shareholders entitled to notice of, or to vote at, any meeting of shareholders or any adjournment thereof, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted by the Board of Directors, and which record date shall not be more than sixty (60) days nor less than ten (10) days before the date of such meeting. If no record date is fixed by the Board of Directors, the record date for determining shareholders entitled to notice of or to vote at a meeting of shareholders shall be at the close of business on the day next preceding the day on which notice is given, or, if notice is waived, at the close of business on the day next preceding the day on which the meeting is held. A determination of shareholders of record entitled to notice of or to vote at a meeting of shareholders shall apply to any adjournment of the meeting; provided, however, that the Board of Directors may fix a new record date for the adjourned meeting.

###### For the purpose of determining shareholders entitled to consent to corporate action in writing without a meeting, the Board of Directors may fix a record date, which record date shall not precede the date upon which the resolution fixing the record date is established by the Board of Directors, and which date shall not be more than ten (10) days after the date on which the resolution fixing the record date is adopted by the Board of Directors. If no record date has been fixed by the Board of Directors, the record date for determining shareholders entitled to consent to corporate action in writing without a meeting, when no prior action by the Board of Directors is required by law, shall be the first date on which a signed written consent setting forth the action taken or proposed to be taken is delivered to the Corporation by delivery to its registered office in the State of Wyoming, its principal office, or an officer or agent of the Corporation having custody of the book in which the proceedings of meetings of shareholders are recorded. Delivery to the Corporation’s registered office shall be by hand or by certified or registered mail, return receipt requested. If no record date has been fixed by the Board of Directors and prior action by the Board of Directors is required by law, the record date for determining shareholders’ consent to corporate action in writing without a meeting shall be the close of business on the day on which the Board of Directors adopts the resolution taking such prior action.

###### For the purpose of determining the shareholders entitled to receive payment of any dividend or other distribution or allotment of any rights or the shareholders entitled to exercise any rights in respect to any change, conversion or exchange of stock, or for the purpose of any other lawful action, the Board of Directors may fix the record date, which record date shall not precede the date upon which the resolution fixing the record date is adopted, and which record date shall be not more than sixty (60) days prior to such action. If no record date is fixed, the record date for determining the shareholders for any such purpose shall be the close of business on the day on which the Board of Directors adopts the resolution relating thereto.

## VOTING LIST

. The officer who has charge of the stock ledger of the Corporation shall prepare and make, at least ten (10) days before every meeting of shareholders, a complete list of shareholders entitled to vote at the meeting, arranged in alphabetical order, and showing the address of each stockholder and the number of shares registered in the name of each stockholder. Such list shall be open to the examination of any stockholder, for any purpose germane to the meeting, for a period of at least ten (10) days prior to the meeting, (i) by a reasonably accessible electronic network, provided that the information required to gain access to such list is provided with the notice of the meeting, or (ii) during ordinary business hours, at the principal place of business of the Corporation. In the event that the Corporation determines to make the list available on an electronic network, the Corporation may take reasonable steps to ensure that such information is available only to the shareholders of the Corporation. If the meeting is to be held at a place, then the list shall be produced and kept at the time and place of the meeting during the whole time thereof and may be inspected by any stockholder who is present. If the meeting is to be held solely by means of remote communication, then the list shall also be open to the examination of any stockholder during the whole time of the meeting on a reasonably accessible electronic network, and the information required to access such list shall be provided with the notice of the meeting. Except as otherwise provided by law, such list shall be the only evidence as to the identity of shareholders entitled to examine the list of shareholders required by this Section 7 or to vote in person or by proxy at any meeting of the shareholders. The Corporation shall not be required to include electronic mail addresses or other electronic contact information on such list.

## VOTING

. Unless otherwise provided by the Certificate of Incorporation or these Bylaws, each shareholder shall be entitled to one vote for each share of voting capital stock held by each stockholder. In all matters other than the election of directors, which is reserved to Class A Common Shareholders, the affirmative vote of the majority of shares present in person at any duly called shareholders meeting, represented by proxy at the meeting, or who have signed a written waiver of meeting, and entitled to vote on the subject matter shall be the act of the shareholders. Except as otherwise provided in these Bylaws, directors shall be elected by the holders of Class A Common Stock pursuant to the terms and conditions of these Bylaws and such Shareholders Agreement, if any, entered into between the Shareholders of Class A Common Stock.

## PROXIES

. Each stockholder entitled to vote at a meeting of shareholders or to express consent or dissent to corporate action in writing without a meeting may authorize another person or persons to act for him by proxy, but no such proxy shall be voted or acted upon after three (3) years from its date, unless the proxy provides for a longer period. A duly executed proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A proxy may remain irrevocable regardless of whether the interest with which it is coupled is an interest in the stock itself or an interest in the Corporation generally.

## RATIFICATION OF ACTS OF DIRECTORS AND OFFICERS

. Except as otherwise provided by law or by the Certificate of Incorporation of the Corporation, any transaction or contract or act of the Corporation or of the directors or the officers of the Corporation may be ratified by the affirmative vote of the holders of the number of shares which would have been necessary to approve such transaction, contract or act at a meeting of shareholders, or by the written consent of shareholders in lieu of a meeting.

## INFORMAL ACTION OF SHAREHOLDERS

. Any action required to be taken at any annual or special meeting of shareholders of the Corporation, or any action which may be taken at any annual or special meeting of such shareholders, may be taken without a meeting, without prior notice and without a vote, if a consent or consents in writing, setting forth the action so taken, shall be delivered to the Corporation by the holders of outstanding stock having not less than the minimum number of votes that would be necessary to authorize or take such action at a meeting at which all shares entitled to vote thereon were present and voted. Prompt notice of the taking of the corporate action without a meeting by less than unanimous consent shall be given to those shareholders who have not consented in writing. In the event that the action which is consented to is such as would have required the filing of a certificate with any governmental body, if such action had been voted on by shareholders at a meeting thereof, the certificate filed shall state, in lieu of any statement required by law concerning any vote of shareholders, that consent had been given in accordance with the provisions of the Wyoming Code, and that notice has been given as provided in such section.

A telegram, cablegram or other electronic transmission consenting to an action to be taken and transmitted by a stockholder or proxy holder, or by a person or persons authorized to act for a stockholder or proxy holder, shall be deemed to be written, signed and dated for the purposes of this section, provided that any such telegram, cablegram or other electronic transmission sets forth or is delivered with information from which the Corporation can determine that the telegram, cablegram or other electronic transmission was transmitted by the stockholder or proxy holder or by a person or persons authorized to act for the stockholder or proxy holder and the date on which such stockholder or proxy holder or authorized person or persons transmitted such telegram, cablegram or electronic transmission. The date on which such telegram, cablegram or electronic transmission is transmitted shall be deemed to be the date on which such consent was signed. No consent given by telegram, cablegram or other electronic transmission shall be deemed to have been delivered until such consent is reproduced in paper form and until such paper form shall be delivered to the Corporation by delivery to its principal place of business or to an officer or agent of the Corporation having custody of the book in which the proceedings of meetings of shareholders are recorded. Any copy, facsimile or other reliable reproduction of a consent in writing may be substituted or used in lieu of the original writing for any and all purposes for which the original writing could be used, provided that such copy, facsimile or other reproduction shall be a complete reproduction of the entire original writing.

## ORGANIZATION

. Such person as the Board of Directors may designate or, in the absence of such a designation, the president of the Corporation or, in his or her absence, such person as may be chosen by the holders of a majority of the shares entitled to vote who are present, in person or by proxy, shall call to order any meeting of the shareholders and act as chairman of such meeting. In the absence of the secretary of the Corporation, the chairman of the meeting shall appoint a person to serve as secretary at the meeting.

## VALIDATION OF MEETINGS: WAIVER OF NOTICE; CONSENT. The transactions of any meeting of shareholders, either annual or special, however called and noticed, and wherever held, shall be as valid as though had at a meeting duly held after regular call and notice, if a quorum be present either in person or by proxy, and if, either before or after the meeting, each person entitled to vote, who was not present in person or by proxy, signs a written waiver of notice or a consent to the holding of the meeting or an approval of the minutes thereof. The waiver of notice or consent need not specify either the business to be transacted or the purpose of any annual or special meeting of shareholders, except that if action is taken or proposed to be taken for approval of any of those matters specified in the second paragraph of Section 1.4 of these By-Laws, the waiver of notice or consent shall state the general nature of the proposal. All such waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meeting.

Attendance by a person at a meeting shall also constitute a waiver of notice of and presence at that meeting, except when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened, and except that attendance at a meeting is not a waiver of any right to object to the consideration of a matter required by the second paragraph of Section 1.4 of these By-Laws to be included and not included in the notice of the meeting, if that objection is expressly made at the meeting.

# DIRECTORS

## NUMBER AND TENURE OF DIRECTORS

. The number of directors of the Corporation shall be determined from time to time by the Board and shall be initially set at five (5). Each director shall hold office until such director’s successor is elected and qualified or until such director’s earlier resignation or removal. Any director may resign at any time upon written notice to the Corporation.

## ELECTION OF DIRECTORS

. Except as otherwise provided in these Bylaws, directors shall be elected by the holders of Class A Common Stock pursuant to these Bylaws and/or a Class A Shareholders Agreement, if any.

## SPECIAL MEETINGS

. Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board, the President or at least one-third of the number of directors constituting the whole board. The person or persons authorized to call special meetings of the Board of Directors may fix any time, date or place, either within or without the State of Wyoming, for holding any special meeting of the Board of Directors called by them.

## NOTICE OF SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

. Notice of any special meeting of the Board of Directors shall be given, orally or in writing, by the person or persons calling the meeting to all directors at least one (1) day previous thereto. If mailed, such notice shall be deemed to be delivered when deposited in the United States Mail so addressed, with first-class postage thereon prepaid. If sent by any other means (including facsimile, courier, electronic mail or express mail, etc.), such notice shall be deemed to be delivered when actually delivered to the home or business address, electronic address or facsimile number of the director.

## QUORUM

. A majority of the total number of directors as provided in Section 1 of Article III of these Bylaws shall constitute a quorum for the transaction of business. If less than a majority of the directors are present at a meeting of the Board of Directors, a majority of the directors present may adjourn the meeting from time to time without further notice.

## VOTING

. The vote of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the Wyoming General Corporation Law, the Certificate of Incorporation or these Bylaws requires a vote of a greater number.

## VACANCIES

. Vacancies in the Board of Directors may be filled by the Class A Common Stock holders pursuant to the Shareholders Voting Agreement. Any directors elected by the Class A Shareholders to fill a vacancy shall hold office for the balance of the term for which he or she was elected. A director appointed by the Board of Directors to fill a vacancy shall serve until the next meeting of Class A Shareholders at which directors are elected.

## REMOVAL OF DIRECTORS

. A director, or the entire Board of Directors, may be removed, with or without cause, by the holders of Class A Common Shareholders pursuant to the Class A Shareholders Voting Agreement**.** If Removal of directors is done other than by the Class A Common Stockholder who originally designated the director, the Class A Common Stockholder that originally designated and elected the removed director shall have the right to elect a new director in his or her place.

## WRITTEN ACTION BY DIRECTORS

. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, any action required or permitted to be taken at any meeting of the Board of Directors, or of any committee thereof, may be taken without a meeting if all members of the Board of Directors or committee, as the case may be, consent thereto in writing, and the writing or writings are filed with the minutes of proceedings of the Board of Directors or committee. Without limiting the manner by which consent may be given, members of the Board of Directors may consent by delivery of an electronic transmission when such transmission is directed to a facsimile number or electronic mail address at which the Corporation has consented to receive such electronic transmissions, and copies of the electronic transmissions are filed with the minutes of proceedings of the Board of Directors or committee. Such filing shall be in paper form if the minutes are maintained in paper form and shall be in electronic form if the minutes are maintained in electronic form.

## PARTICIPATION BY CONFERENCE TELEPHONE

. Members of the Board of Directors, or any committee designated by such board, may participate in a meeting of the Board of Directors, or committee thereof, by means of conference telephone or similar communications equipment as long as all persons participating in the meeting can speak with and hear each other, and participation by a director pursuant to this Section shall constitute presence in person at such meeting.

## COMPENSATION OF DIRECTORS

. Unless otherwise restricted by the Certificate of Incorporation or these Bylaws, the Board of Directors shall have the authority to fix the compensation of directors. The directors may be paid their expenses, if any, of attendance at each meeting of the Board of Directors and may be paid a fixed sum for attendance at each meeting of the Board of Directors or a stated salary as director. No such payment shall preclude any director from serving the Corporation in any other capacity and receiving compensation therefore. Members of special or standing committees may be allowed like compensation for attending committee meetings.

## NON-EXCLUSIVE RELATIONSHIP; CONFLICTS. Unless specifically agreed in writing to the contrary, Directors shall be non-excusive to the Company and shall have full authority and discretion to engage is such activities as the Directors, in their sole discretion deem appropriate, including, but not limited to, acting on other Boards, engaging in employment, consulting, contracting, owning shares, accepting options and warrants for shares, business ownership and operation, provded, however, that in the event that a Director seeks to engage in any activity directly competitive, or in conflict, with the Company, Director shall provide written notice to the Board in advance of engaging in such activities, and the remaining Board Members, shall have a right to terminate the position of such Board Member or refuse to allow such Board Member to vote on matters that are potentially competitive or conflicting. Notwithstanding that it may be constitute a conflict of interest, in the event Company and/or a Director seeks to enter into a relationships with an affiliate of a Director, the affiliate and/or Director may engage in any transaction with the Company so long as such transaction is not expressly prohibited by this Agreement and so long as the terms and conditions of such transaction, on an overall basis, are fair and reasonable to the Company and are at least as favorable to the Company as those that are generally available from Persons capable of similarly performing them.

## ACTIONS REQUIRING A MAJORITY OF DIRECTORS

. Unless and until modified by a quorum vote of the Board of Directors, the following actions shall require approval of the majority of the Board of Directors:

* 1. Removal of any directors and the election of a new director;
	2. The appointment of the members of any committee established by the Board of Directors;
	3. All benefit, compensation and incentive plans;
	4. Hiring and firing of officers and employees and approving their compensation and benefits plan;
	5. Issuance of stock, options and/or warrants and all financing transactions not in the ordinary course of business;
	6. Amendment of the Certificate of Incorporation or Bylaws of the Corporation;
	7. All business plans, financials, financial plans, budgets, assessments, executive summaries, private offering memorandums, communications and press releases regarding financing, company strategies, actions, mergers, acquisitions and business combinations;
	8. Execution of subscription or other agreements for financing, investment or debt;
	9. Contractual obligations not in the ordinary course of business or any contract requiring the corporation to be bound to any amount over $100,000;
	10. Initiating or settling any lawsuit or claim as well as authorizing legal expenses and/or indemnification;
	11. Providing loans, guarantees, or other extensions of credit other than in the ordinary course of business including hypothecating, encumbering and granting security interests in any asset of the Company to secure repayment of any indebtedness;
	12. Changing the fiscal or taxable year;
	13. Materially changing the business of the Company;
	14. Changing the name of the Company or adopting any trade or fictitious names of any sort;
	15. Entering into licensing or other agreements that affect the right, title and interest into the Corporation’s assets, whether real, personal or intangible.
	16. Approving or disapproving the sale, licensing, assignment or transfer of the Company’s assets outside the ordinary course of business;
	17. Approving, disapproving, setting budgets for and/or directing the use of revenues, proceeds and profits;
	18. Approving the budgets, accounting, use of proceeds and legal aspects of the Business including, but not limited to, overhead, revenue models, campaigns, marketing and branding; and
	19. Declaring bankruptcy, making an assignment for creditors and/or dissolving the Company.

# WAIVER OF NOTICE

## WRITTEN WAIVER OF NOTICE

. A written waiver of any required notice, signed by or electronically transmitted by the person entitled to notice, whether before or after the date stated therein, shall be deemed equivalent to notice. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of shareholders, directors or members of a committee of Directors need be specified in any written waiver of notice.

## ATTENDANCE AS WAIVER OF NOTICE

. Attendance of a person at a meeting shall constitute a waiver of notice of such meeting, except when the person attends a meeting for the express purpose of objecting at the beginning of the meeting, and objects, to the transaction of any business because the meeting is not lawfully called or convened.

# COMMITTEES

## GENERAL PROVISIONS

. The Board of Directors may, by resolution passed by a majority of the Board, designate one or more committees, The Board may designate one or more directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. In the absence or disqualification of a member at any meeting of a committee, the member or members thereof present at any meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board of Directors to act at the meeting in the place of any such absent or disqualified member. Any such committee, to the extent provided in the resolution of the Board of Directors, shall have and may exercise all the powers and authority of the Board of Directors in the management of the business and affairs of the Corporation, and may authorize the seal of the Corporation to be affixed to all papers which may require it, but no such committee shall have the power or authority in reference to the following matters: (i) approving or adopting, or recommending to the shareholders, any action or matter (other than the election or removal of directors) expressly required by law to be submitted to shareholders for approval or (ii) adopting, amending or repealing any bylaw of the corporation. The general provisions above and the powers of the Committees set forth below are subject to the supermajority and veto rights of the Series A Preferred Shareholders.

## COMPENSATION COMMITTEE. The Board may, in its discretion, establish a Compensation Committee whose principal duties will be to review employee compensation policies and programs as well as to set the compensation of the Board, the Chief Executive Officer and other executive officers, independent contractors, employees and agents of the Corporation, to recommend to the Board a compensation program for outside Board members, as well as such other duties and responsibilities as the Board may confer upon the committee from time to time.

## AUDIT COMMITTEE. The Board may, in its discretion, establish an Audit Committee whose principal purpose will be to oversee accounting, financial, legal, business reporting processes, record keeping, internal systems of control of the Corporation and any of its subsidiaries’, and if required by the Board, to appoint any and all independent auditors of the Corporation and ensure the independence of the Corporation’s auditors. In addition, the Audit Committee will ensure that all transactions, systems and processes are in compliance with the law, GAAP standards and are auditable, as well as such other duties and responsibilities as the Board may confer upon the committee from time to time.

## FINANCE COMMITTEE. The Board may, in its discretion, establish a Finance Committee whose principal purpose will be to oversee the creation of budgets, monitor and report on the financial status and activities of the Corporation, ensure the financial policies and practices are followed, direct the use, allocation and distribution of revenues and profits, oversee investments and loans and determine the use of investments and loans.

# OFFICERS

## GENERAL PROVISIONS

. The Board of Directors shall elect a President and a Secretary of the Corporation. The Board of Directors may also elect a Chairman of the Board, one or more Vice Chairmen of the Board, one or more Vice Presidents, a Treasurer, one or more Assistant Secretaries and Assistant Treasurers and such additional officers as the Board of Directors may deem necessary or appropriate from time to time. Any two or more offices may be held by the same person. The officers elected by the Board of Directors shall have such duties as are hereafter described and such additional duties as the Board of Directors may from time to time prescribe.

## ELECTION AND TERM OF OFFICE

. The officers of the Corporation shall be elected annually by the Board of Directors at the regular meeting of the Board of Directors held after each annual meeting of the shareholders. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as may be convenient. New offices of the Corporation may be created and filled and vacancies in offices may be filled at any time, at a meeting or by the written consent of the Board of Directors. Unless removed pursuant to Section 3 of Article VI of these Bylaws, each officer shall hold office until his successor has been duly elected and qualified, or until his earlier death or resignation. Election or appointment of an officer or agent shall not of itself create contract rights.

## REMOVAL OF OFFICERS

. Any officer or agent elected or appointed by the Board of Directors may be removed by the Board of Directors whenever, in its judgment, the best interests of the Corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person(s) so removed.

## THE CHIEF EXECUTIVE OFFICER

. The Board of Directors shall designate whether the Chairman of the Board, if one shall have been chosen, the President or another individual shall be the Chief Executive Officer of the Corporation. If a Chairman of the Board or another individual has not been chosen, or if a Chairman of the Board has been chosen but not designated Chief Executive Officer, then the President shall be the Chief Executive Officer of the Corporation. The Chief Executive Officer shall be the principal executive officer of the Corporation and shall in general supervise and control of the business and affairs of the Corporation, unless otherwise provided by the Board of Directors. The Chief Executive Officer shall preside at all meetings of the shareholders and, if no separate Chairman is chosen by the Board, meetings of the Board of Directors and shall see that orders and resolutions of the Board of Directors are carried into effect. The Chief Executive Officer will be authorized to carry out the daily operations in the ordinary course of business pursuant to the direction of the Board of Directors, and at the authorization of the Board of Directors sign bonds, mortgages, certificates for shares and all other contracts and documents whether or not under the seal of the Corporation except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation. The Chief Executive Officer shall have general powers of supervision and shall be the final arbiter of all differences between officers of the Corporation and his decision as to any matter affecting the Corporation shall be final and binding as between the officers of the Corporation subject only to the final approval of the Board of Directors.

## THE PRESIDENT

. In the absence of the Chief Executive Officer or in the event of his inability or refusal to act, if the Chairman of the Board or another individual has not been designated Chief Executive Officer, the President shall perform the duties of the Chief Executive Officer, and when so acting, shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. At all other times the President shall have the active management of the business of the Corporation under the general supervision of the Chief Executive Officer. The President shall have concurrent power with the Chief Executive Officer to sign bonds, mortgages, certificates for shares and other contracts and documents, whether or not under the seal of the Corporation except in cases where the signing and execution thereof shall be expressly delegated by law, by the Board of Directors, or by these Bylaws to some other officer or agent of the Corporation. In general, the President shall perform all duties incident to the office of president and such other duties as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

## THE CHAIRMAN OF THE BOARD

. The Chairman of the Board, if one is chosen, shall be chosen from among the members of the board. If the Chairman of the Board has not been designated Chief Executive Officer, the Chairman of the Board shall perform such duties as may be assigned to the Chairman of the Board by the Chief Executive Officer or by the Board of Directors.

## VICE CHAIRMAN OF THE BOARD

. In the absence of the Chief Executive Officer or in the event of his inability or refusal to act, if the Chairman of the Board or another individual has not been designated Chief Executive Officer, the Vice Chairman, or if there be more than one, the Vice Chairmen, in the order determined by the Board of Directors, shall perform the duties of the Chief Executive Officer, and when so acting shall have all the powers of and be subject to all the restrictions upon the Chief Executive Officer. At all other times, the Vice Chairman or Vice Chairmen shall perform such duties and have such powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

## THE VICE PRESIDENT

. In the absence of the President or in the event of his inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Executive Vice President and then the other Vice President or Vice Presidents in the order designated, or in the absence of any designation, then in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice Presidents shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

## THE SECRETARY

. The Secretary shall attend all meetings of the Board of Directors and all meetings of the shareholders and record all the proceedings of the meetings of the Corporation and of the Board of Directors in a book to be kept for that purpose and shall perform like duties for the standing committees when required. The Secretary shall give, or cause to be given, notice of all meetings of the shareholders and special meetings of the Board of Directors, and shall perform such other duties as may be prescribed by the Board of Directors or the Chief Executive Officer, under whose supervision he shall be. The Secretary shall have custody of the corporate seal of the Corporation and the Secretary, or an Assistant Secretary, shall have authority to affix the same to any instrument requiring it and when so affixed, it may be attested by his signature or by the signature of such Assistant Secretary. The Board of Directors may give general authority to any other officer to affix the seal of the Corporation and to attest the affixing by his signature.

## THE ASSISTANT SECRETARY

. The Assistant Secretary, or if there be more than one, the Assistant Secretaries in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Secretary or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Secretary and shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

## THE TREASURER

. The Treasurer shall have the custody of the corporate funds and securities and shall keep full and accurate accounts of receipts and disbursements in books belonging to the Corporation and shall deposit all moneys and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors, at its regular meetings, or when the Board of Directors so requires, an account of all his transactions as Treasurer and of the financial condition of the Corporation. If required by the Board of Directors, the Treasurer shall give the Corporation a bond (which shall be renewed every six (6) years) in such sum and with such surety or sureties as shall be satisfactory to the Board of Directors for the faithful performance of the duties of his office and for the restoration to the Corporation, in case of his death, resignation, retirement or removal from office, of all books, papers, vouchers, money and other property of whatever kind in his possession or under his control belonging to the Corporation.

## THE ASSISTANT TREASURER

. The Assistant Treasurer, or if there shall be more than one, the Assistant Treasurers in the order determined by the Board of Directors (or if there be no such determination, then in the order of their election), shall, in the absence of the Treasurer or in the event of his inability or refusal to act, perform the duties and exercise the powers of the Treasurer and shall perform such other duties and have such other powers as the Chief Executive Officer or the Board of Directors may from time to time prescribe.

## OTHER OFFICERS, ASSISTANT OFFICERS AND AGENTS

. Officers, Assistant Officers and Agents, if any, other than those whose duties are provided for in these Bylaws, shall have such authority and perform such duties as may from time to time be prescribed by resolution of the board of directors.

## ABSENCE OF OFFICERS

. In the absence of any officer of the Corporation, or for any other reason the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties, or any of such powers or duties, of any officers or officer to any other officer or to any director.

## COMPENSATION

. The Board of Directors shall have the authority to establish reasonable compensation of all officers for services to the Corporation.

# INDEMNIFICATION

## RIGHT TO INDEMNIFICATION OF DIRECTORS AND OFFICERS

. The Corporation shall indemnify and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “Covered Person”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit or proceeding, whether civil, criminal, administrative or investigative (a “proceeding”), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a director or officer of the Corporation or, while a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another Corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person in such proceeding. Notwithstanding the preceding sentence, except as otherwise provided in Section 3 of Article VII of these Bylaws, the Corporation shall be required to indemnify a Covered Person in connection with a proceeding (or part thereof) commenced by such Covered Person only if the commencement of such proceeding (or part thereof) by the Covered Person was authorized in advance by the Board of Directors.

## PREPAYMENT OF EXPENSES OF DIRECTORS AND OFFICERS

. The Corporation shall pay the expenses (including attorneys’ fees) incurred by a Covered Person in defending any proceeding in advance of its final disposition, provided, however, that, to the extent required by law, such payment of expenses in advance of the final disposition of the proceeding shall be made only upon receipt of an undertaking by the Covered Person to repay all amounts advanced if it should be ultimately determined that the Covered Person is not entitled to be indemnified under this Article VII or otherwise.

## CLAIMS BY DIRECTORS AND OFFICERS

. If a claim for indemnification or advancement of expenses under this Article VII is not paid in full within thirty days after a written claim therefor by the Covered Person has been received by the Corporation, the Covered Person may file suit to recover the unpaid amount of such claim and, if successful in whole or in part, shall be entitled to be paid the expense of prosecuting such claim. In any such action the Corporation shall have the burden of proving that the Covered Person is not entitled to the requested indemnification or advancement of expenses under applicable law.

## INDEMNIFICATION OF EMPLOYEES AND AGENTS

. The Corporation may indemnify and advance expenses to any person who was or is made or is threatened to be made or is otherwise involved in any proceeding by reason of the fact that such person, or a person for whom such person is the legal representative, is or was an employee or agent of the Corporation or, while an employee or agent of the Corporation, is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation or of a partnership, joint venture, trust, enterprise or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorney’s fees) reasonably incurred by such person in connection with such proceeding. The ultimate determination of entitlement to indemnification of persons who are non‑director or officer employees or agents shall be made in such manner as is determined by the Board of Directors in its sole discretion. Notwithstanding the foregoing sentence, the Corporation shall not be required to indemnify a person in connection with a proceeding initiated by such person if the proceeding was not authorized in advance by the Board of Directors.

## ADVANCEMENT OF EXPENSES OF EMPLOYEES AND AGENTS

. The Corporation may pay the expenses (including attorney’s fees) incurred by an employee or agent in defending any proceeding in advance of its final disposition on such terms and conditions as may be determined by the Board of Directors.

## NON-EXCLUSIVITY OF RIGHTS

. The rights conferred on any person by this Article VII shall not be exclusive of any other rights which such person may have or hereafter acquire under any statute, provision of the certificate of incorporation, these Bylaws, agreement, vote of shareholders or disinterested directors or otherwise.

## OTHER INDEMNIFICATION

. The Corporation’s obligation, if any, to indemnify any person who was or is serving at its request as a director, officer or employee of another Corporation, partnership, joint venture, trust, organization or other enterprise shall be reduced by any amount such person may collect as indemnification from such other Corporation, partnership, joint venture, trust, organization or other enterprise.

## INSURANCE

. The Board of Directors may, to the full extent permitted by applicable law as it presently exists, or may hereafter be amended from time to time, authorize an appropriate officer or officers to purchase and maintain at the Corporation’s expense insurance: (a) to indemnify the Corporation for any obligation which it incurs as a result of the indemnification of directors, officers and employees under the provisions of this Article VII; and (b) to indemnify or insure directors, officers and employees against liability in instances in which they may not otherwise be indemnified by the Corporation under the provisions of this Article VII.

## AMENDMENT OR REPEAL

. Any repeal or modification of the foregoing provisions of this Article VII shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification. The rights provided hereunder shall inure to the benefit of any Covered Person and such person’s heirs, executors and administrators.

# CERTIFICATES FOR SHARES

## CERTIFICATES OF SHARES

. The shares of the Corporation shall be represented by certificates, provided that the Board of Directors of the Corporation may provide by resolution or resolutions that some or all of any or all classes or series of its stock shall be uncertificated shares. Any such resolution shall not apply to shares represented by a certificate until such certificate is surrendered to the Corporation. Notwithstanding the adoption of such a resolution by the Board of Directors, every holder of stock represented by certificates and upon request every holder of uncertificated shares shall be entitled to have a certificate signed by, or in the name of the Corporation by the Chairman or Vice Chairman of the Board of Directors, Chief Executive Officer, or the President or Vice President, and by the Treasurer or an Assistant Treasurer, or the Secretary or an Assistant Secretary of the Corporation representing the number of shares registered in certificate form. Any or all the signatures on the certificate may be a facsimile.

## SIGNATURES OF FORMER OFFICER, TRANSFER AGENT OR REGISTRAR

. In case any officer, transfer agent, or registrar who has signed or whose facsimile signature has been placed upon a certificate shall have ceased to be such officer, transfer agent or registrar before such certificate is issued, it may be issued by the Corporation with the same effect as if such person or entity were such officer, transfer agent or registrar at the date of issue.

## TRANSFER OF SHARES

. Transfers of shares of the Corporation shall be made only on the books of the Corporation by the holder of record thereof or by his legal representative, who shall furnish proper evidence of authority to transfer, or by his or her attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation, and on surrender for cancellation of certificate for such shares. Prior to due presentment of a certificate for shares for registration of transfer, the Corporation may treat a registered owner of such shares as the person exclusively entitled to vote, to receive notifications and otherwise have and exercise all of the right and powers of an owner of shares.

## LOST, DESTROYED OR STOLEN CERTIFICATES

. Whenever a certificate representing shares of the Corporation has been lost, destroyed or stolen, the holder thereof may file in the office of the Corporation an affidavit setting forth, to the best of his knowledge and belief, the time, place, and circumstance of such loss, destruction or theft together with a statement of indemnity sufficient in the opinion of the Board of Directors to indemnify the Corporation against any claim that may be made against it on account of the alleged loss of any such certificate. Thereupon the Board may cause to be issued to such person or such person’s legal representative a new certificate or a duplicate of the certificate alleged to have been lost, destroyed or stolen. In the exercise of its discretion, the Board of Directors may waive the indemnification requirements provided herein.

# DIVIDENDS

## DECLARATIONS OF DIVIDENDS

. Dividends upon the capital stock of the Corporation, subject to the provisions of the Certificate of Incorporation, if any, may be declared by the Board of Directors at any regular or special meeting, pursuant to law. Dividends may be paid in cash, in property, or in shares of the capital stock, subject to the provisions of the Certificate of Incorporation.

## REQUIREMENTS FOR PAYMENT OF DIVIDENDS

. Before payment of any dividend there may be set aside out of any funds of the Corporation available for dividends such sum or sums as the directors from time to time, in their absolute discretion, think proper as a reserve fund to meet contingencies, or for equalizing dividends, or for repairing or maintaining any property of the Corporation, or for such other purpose as the directors shall think conducive to the interests of the Corporation, and the directors may abolish any such reserve.

# AMENDMENTS

## AMENDMENTS

. These Bylaws may be altered, amended or repealed or new Bylaws may be adopted by the shareholders or by the Board of Directors, when such power is conferred upon the Board of Directors by the Certificate of Incorporation, at any regular meeting of the shareholders or of the Board of Directors or at any special meeting of the shareholders or of the Board of Directors if notice of such alteration, amendment, repeal or adoption of new Bylaws be contained in the notice of such special meeting. If the power to adopt, amend or repeal Bylaws is conferred upon the Board of Directors by the Certificate of Incorporation it shall not divest or limit the power of the shareholders to adopt, amend or repeal Bylaws.

# shareholders agreements

## SHAREHOLDERS AND VOTING AGREEMENTS

. Notwithstanding the foregoing provisions, an agreement between two or more shareholders thereof, if in writing and signed by the parties thereof, may provide that in exercising any voting rights the shares held by them shall be voted as provided therein, and may otherwise modify these provisions as approved by the Board of Directors.

# shareholder value and public benefit

## DETERMINATION OF SHAREHOLDER VALUE

. Corporation is a values-based company that seeks to make a positive social, environmental and economic impact on its employees, shareholders, society, customers, business relations and the biosphere (hereinafter “Ecosystemic Stakeholders”). Corporation is committed to supporting and maintaining its core values by providing a balanced ecosystemic approach to internal governance and external relationships that provide positive impact for the benefit of our Ecosystemic Stakeholders. The impact on all Ecosystemic Stakeholders may, from time to time, result in the Board of Directors making decisions to forego profits in consideration of positive user autonomy, eco-social impact and elevating long-term ethical considerations over short-term profits. In making decisions including, but not limited to, the direction, governance and economic strategies of Corporation, the Board of Directors shall consider the core values of the Corporation and strive to make decisions that benefit all Ecosystemic Stakeholders in determining the best interests of the Corporation and in defining shareholder value. Nothing expressly or implicitly contained herein shall be construed to create, or shall create, any right or benefit for any person. Notwithstanding the foregoing, the Board is entitled to rely upon the foregoing guidelines in determining the “best interests” of the Corporation and Shareholder Value in enforcing their rights hereunder and under state law, and such reliance shall not, absent another breach, be construed as a breach of the fiduciary duty of any member of the Board of Directors or Officers.

**RESTRICTIONS ON TRANSFER; RIGHT OF FIRST REFUSAL**

Section 1. RESTRICTIONS ON TRANSFER.

### No holder of any of the shares of stock of the corporation may sell, transfer, assign, pledge, or otherwise dispose of or encumber any of the shares of stock of the corporation or any right or interest therein, whether voluntarily or by operation of law, or by gift or otherwise (each, a “*Transfer*”) without the prior written consent of the corporation, upon duly authorized action of its Board of Directors. The corporation may withhold consent for any legitimate corporate purpose, as determined by the Board of Directors. Examples of the basis for the corporation to withhold its consent include, without limitation, (i) if such Transfer to individuals, companies or any other form of entity identified by the corporation as a potential competitor or considered by the corporation to be unfriendly; or (ii) if such Transfer increases the risk of the corporation having a class of security held of record by 2,000 or more persons, or 500 or more persons who are not accredited investors (as such term is defined by the SEC), as described in Section 12(g) of the 1934 Act and any related regulations, or otherwise requiring the corporation to register any class of securities under the 1934 Act; or (iii) if such Transfer would result in the loss of any federal or state securities law exemption relied upon by the corporation in connection with the initial issuance of such shares or the issuance of any other securities; or (iv) if such Transfer is facilitated in any manner by any public posting, message board, trading portal, internet site, or similar method of communication, including without limitation any trading portal or internet site intended to facilitate secondary transfers of securities; or (v) if such Transfer is to be effected in a brokered transaction; or (vi) if such Transfer represents a Transfer of less than all of the shares then held by the stockholder and its affiliates or is to be made to more than a single transferee.

### Anything to the contrary contained herein notwithstanding, the following transactions shall be exempt from the right of first refusal in paragraph (a) of this Section:

 (1) A stockholder’s Transfer of any or all shares held either during such stockholder’s lifetime or on death by will or intestacy to such stockholder’s immediate family or to any custodian or trustee for the account of such stockholder or such stockholder’s immediate family or to any limited partnership of which the stockholder, members of such stockholder’s immediate family or any trust for the account of such stockholder or such stockholder’s immediate family will be the general or limited partner(s) of such partnership. “Immediate family” as used herein shall mean spouse, lineal descendant, father, mother, brother, or sister of the stockholder making such Transfer;

(2) A stockholder’s bona fide pledge or mortgage of any shares with a commercial lending institution, provided that any subsequent Transfer of said shares by said institution shall be conducted in the manner set forth in this Bylaw;

(3) A stockholder’s Transfer of any or all of such stockholder’s shares to the corporation or to any other stockholder of the corporation;

(4) A stockholder’s Transfer of any or all of such stockholder’s shares to a person who, at the time of such Transfer, is an officer or director of the corporation;

(5) A corporate stockholder’s Transfer of any or all of its shares pursuant to and in accordance with the terms of any merger, consolidation, reclassification of shares or capital reorganization of the corporate stockholder, or pursuant to a sale of all or substantially all of the stock or assets of a corporate stockholder;

(6) A stockholder’s Transfer of shares of Preferred Stock of the corporation (or any shares of Common Stock issued upon conversion thereof);

(7) A corporate stockholder’s Transfer of any or all of its shares to any or all of its stockholders; or

(8) A Transfer by a stockholder that is a limited or general partnership to any or all of its partners or former partners in accordance with partnership interests.

In any such case, the transferee, assignee, or other recipient shall receive and hold such stock subject to the provisions of this Section and any other restrictions set forth in these Bylaws, and there shall be no further Transfer of such stock except in accord with this Section and the other provisions of these Bylaws.

### If a stockholder desires to Transfer any shares, then the stockholder shall first give written notice thereof to the corporation. The notice shall name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed transfer. Any shares proposed to be transferred to which Transfer the corporation has consented pursuant to paragraph (a) of this Section will first be subject to the corporation’s right of first refusal located in Section 37 of these Bylaws.

###  At the option of the corporation, the stockholder shall be obligated to pay to the corporation a reasonable transfer fee related to the costs and time of the corporation and its legal and other advisors related to any proposed Transfer.

###  Any Transfer, or purported Transfer, of shares not made in strict compliance with this Section shall be null and void, shall not be recorded on the books of the corporation and shall not be recognized by the corporation.

###  The foregoing restriction on Transfer shall not apply to the Transfer of shares of Preferred Stock or to the Transfer of any shares of Common Stock issued upon the conversion of any shares of Preferred Stock.

###  The foregoing restriction on Transfer shall terminate upon the date securities of the corporation are first offered to the public pursuant to a registration statement filed with, and declared effective by, the SEC under the Securities Act of 1933, as amended (the “*1933* *Act*”).

###  The certificates representing shares of Common Stock of the corporation shall bear on their face the following legend so long as the foregoing Transfer restrictions are in effect:

 “THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A TRANSFER RESTRICTION, AS PROVIDED IN THE BYLAWS OF THE CORPORATION.”

Section 4. Right of First Refusal. No stockholder shall Transfer any of the shares of stock of the corporation, except by a Transfer that meets the requirements set forth in this Section 37, in addition to any other restrictions or requirements set forth under applicable law or these Bylaws:

(a) If the stockholder desires to Transfer any of his or her shares of stock, then the stockholder shall first give written notice thereof to the corporation. The notice shall name the proposed transferee and state the number of shares to be transferred, the proposed consideration, and all other terms and conditions of the proposed transfer.

(b) For 30 days following receipt of such notice, the corporation shall have the option to purchase up to all the shares specified in the notice at the price and upon the terms set forth in such notice; *provided,* *however,* that, with the consent of the stockholder, the corporation shall have the option to purchase a lesser portion of the shares specified in said notice at the price and upon the terms set forth therein. In the event of a gift, property settlement or other Transfer in which the proposed transferee is not paying the full price for the shares, and that is not otherwise exempted from the provisions of this Section, the price shall be deemed to be the fair market value of the stock at such time as determined in good faith by the Board of Directors. In the event the corporation elects to purchase all of the shares or, with consent of the stockholder, a lesser portion of the shares, it shall give written notice to the transferring stockholder of its election and settlement for said shares shall be made as provided below in paragraph (d) of this Section.

(c) The corporation may assign its rights hereunder.

(d) In the event the corporation and/or its assignee(s) elect to acquire any of the shares of the transferring stockholder as specified in said transferring stockholder’s notice, the Secretary of the corporation shall so notify the transferring stockholder and settlement thereof shall be made in cash within 30 days after the Secretary of the corporation receives said transferring stockholder’s notice; provided that if the terms of payment set forth in said transferring stockholder’s notice were other than cash against delivery, the corporation and/or its assignee(s) shall pay for said shares on the same terms and conditions set forth in said transferring stockholder’s notice.

(e) In the event the corporation and/or its assignees(s) do not elect to acquire all of the shares specified in the transferring stockholder’s notice, said transferring stockholder may, subject to the corporation’s approval and all other restrictions on Transfer located in these Bylaws, within the 60-day period following the expiration or waiver of the option rights granted to the corporation and/or its assignees(s) herein, Transfer the shares specified in said transferring stockholder’s notice that were not acquired by the corporation and/or its assignees(s) as specified in said transferring stockholder’s notice. All shares so sold by said transferring stockholder shall continue to be subject to the provisions of this Bylaw in the same manner as before said Transfer.

(f) The provisions of this Bylaw may be waived with respect to any Transfer either by the corporation, upon duly authorized action of its Board of Directors, or by the stockholders, upon the express written consent of the owners of a majority of the voting power of the corporation (excluding the votes represented by those shares to be transferred by the transferring stockholder). This Bylaw may be amended or repealed either by a duly authorized action of the Board of Directors or by the stockholders, upon the express written consent of the owners of a majority of the voting power of the corporation.

(g) Any Transfer, or purported Transfer, of securities of the corporation shall be null and void unless the terms, conditions, and provisions of this Bylaw are strictly observed and followed.

(h) The foregoing right of first refusal shall terminate upon the date securities of the corporation are first offered to the public pursuant to a registration statement filed with, and declared effective by, the SEC under the Securities Act of 1933, as amended.

(i) The certificates representing shares of Common Stock of the corporation that are subject to the right of first refusal in paragraph (a) of this Section shall bear on their face the following legend so long as the foregoing right of first refusal remains in effect:

“THE SHARES REPRESENTED BY THIS CERTIFICATE ARE SUBJECT TO A RIGHT OF FIRST REFUSAL OPTION IN FAVOR OF THE CORPORATION AND/OR ITS ASSIGNEE(S), AS PROVIDED IN THE BYLAWS OF THE CORPORATION.”

(k) To the extent this Section conflicts with any written agreements between the corporation and the stockholder attempting to Transfer shares, such agreement shall control.

# GENERAL PROVISIONS

## CONTRACTS

. The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

## CHECKS, DRAFTS, ETC.

 All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by one or more officers or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

## DEPOSITS

. The funds of the Corporation may be deposited or invested in such bank account, in such investments or with such other depositaries as determined by the Board of Directors.

## FISCAL YEAR

. The fiscal year of the Corporation shall be fixed by resolution of the Board of Directors.

## SEAL

. The corporate seal shall have inscribed thereon the name of the Corporation, the year of its organization and the words “Corporate Seal, Wyoming”. Said seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise.

## ANNUAL STATEMENT

. The Board of Directors shall present at each annual meeting, and at any special meeting of the shareholders when called for by vote of the shareholders, a full and clear statement of the business and condition of the Corporation.

## LOANS TO OFFICERS. Except as otherwise prohibited under applicable law or these Bylaws, the corporation may lend money to, or guarantee any obligation of, or otherwise assist any officer or other employee of the corporation or of its subsidiaries, including any officer or employee who is a Director of the corporation or its subsidiaries, whenever, in the judgment of the Board of Directors, such loan, guarantee or assistance may reasonably be expected to benefit the corporation. The loan, guarantee or other assistance may be with or without interest and may be unsecured, or secured in such manner as the Board of Directors shall approve, including, without limitation, a pledge of shares of stock of the corporation. Nothing in these Bylaws shall be deemed to deny, limit or restrict the powers of guaranty or warranty of the corporation at common law or under any statute.

**CERTIFICATE OF SECRETARY**

The undersigned, Secretary of EarthCycle, Inc., a Wyoming Corporation, hereby certifies that the foregoing is a full, true and correct copy of the Bylaws of said corporation, with all amendments to date of this Certificate.

**WITNESS the signature of the undersigned as of this \_\_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2018.**

**\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_**

 \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, Secretary