

Seree Technologies Bylaws

BYLAWS OF SEREE TECHNOLOGIES, INC.

A Delaware Corporation

ARTICLE I - CORPORATE OFFICES

Section 1.1 Registered Office

The registered office of the Corporation shall be in the State of Delaware, and the registered agent's address shall be as stated in the Certificate of Incorporation or as subsequently changed by resolution of the Board of Directors.

Section 1.2 Other Offices

The Corporation may also have offices at such other places, both within and without the State of Delaware, as the Board of Directors may from time to time determine.

ARTICLE II - MEETINGS OF STOCKHOLDERS

Section 2.1 Place of Meetings

All meetings of the stockholders for the election of directors or for any other purpose shall be held at such time and place, either within or without the State of Delaware, as shall be designated from time to time by the Board of Directors.

Section 2.2 Annual Meeting

The annual meeting of stockholders shall be held each year at such date, time and place as may be fixed by resolution of the Board of Directors. At the annual meeting, directors shall be elected and any other proper business may be transacted.

Section 2.3 Special Meetings

Special meetings of the stockholders may be called at any time by the Chairman of the Board, the Chief Executive Officer, or by resolution of the Board of Directors. Special meetings of stockholders may also be called by the holders of shares entitled to cast not less than ten percent (10%) of the votes at such meeting.

Section 2.4 Notice of Meetings

Written notice stating the place, date and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten (10) nor more than sixty (60) days before the date of the meeting to each stockholder entitled to vote at such meeting.

Section 2.5 Quorum

The holders of a majority of the stock issued and outstanding and entitled to vote, represented in person or by proxy, shall constitute a quorum at a meeting of stockholders.

Section 2.6 Voting

Each outstanding share of stock entitled to vote shall be entitled to one vote on each matter submitted to a vote at a meeting of stockholders, except as may be otherwise provided by law or by the Certificate of Incorporation.

ARTICLE III - DIRECTORS

Section 3.1 General Powers

The business and affairs of the Corporation shall be managed by or under the direction of its Board of Directors.

Section 3.2 Number, Tenure and Qualifications

The number of directors shall be not less than three (3) nor more than nine (9), with the exact number to be fixed from time to time by resolution of the Board of Directors. Each director shall hold office until the next annual meeting of stockholders and until their successor shall have been elected and qualified.

Section 3.3 Regular Meetings

A regular meeting of the Board of Directors shall be held without other notice than this bylaw immediately after, and at the same place as, the annual meeting of stockholders. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.

Section 3.4 Special Meetings

Special meetings of the Board of Directors may be called by or at the request of the Chairman of the Board or the Chief Executive Officer. The person or persons authorized to call special

meetings of the Board of Directors may fix any place as the place for holding any special meeting of the Board of Directors called by them.

Section 3.5 Notice

Notice of any special meeting shall be given at least two (2) days previously thereto by written notice delivered personally, by mail, by telecopy, electronic mail, or by telephone to each director at their address as shown by the records of the Corporation.

Section 3.6 Quorum

A majority of the number of directors fixed by Section 3.2 shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

Section 3.7 Manner of Acting

The act 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.

Section 3.8 Action Without a Meeting

Any action required to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors.

Section 3.9 Participation by Remote Communication

Members of the Board of Directors may participate in a meeting of the Board of Directors by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other.

ARTICLE IV - OFFICERS

Section 4.1 Officers

The officers of the Corporation shall be a Chief Executive Officer, a President (who may be the same person as the Chief Executive Officer), a Secretary, and a Treasurer. The Corporation may also have, at the discretion of the Board of Directors, a Chairman of the Board, one or more Vice Presidents, and such other officers as may be appointed in accordance with the provisions of Section 4.3 of this Article.

Section 4.2 Election and Term of Office

The officers of the Corporation to be elected by the Board of Directors shall be elected annually by the Board of Directors at the first meeting of the Board of Directors held after each annual meeting of the stockholders.

Section 4.3 Subordinate Officers

The Board of Directors may elect, and may empower the Chief Executive Officer to appoint, such other officers as the business of the Corporation may require, each of whom shall hold office for such period, have such authority, and perform such duties as are provided in these bylaws or as the Board of Directors may from time to time determine.

Section 4.4 Removal

Any officer or agent may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation will be served thereby.

Section 4.5 Vacancies

A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 4.6 Chief Executive Officer

The Chief Executive Officer shall be the principal executive officer of the Corporation and shall in general supervise and control all of the business and affairs of the Corporation. The Chief Executive Officer may sign certificates for shares of the Corporation, deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed.

Section 4.7 President

In the absence of the Chief Executive Officer or in the event of their death, inability or refusal to act, 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.

Section 4.8 Vice Presidents

In the absence of the President or in the event of their death, inability or refusal to act, the Vice President 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.

Section 4.9 Secretary

The Secretary shall keep the minutes of the proceedings of the stockholders and of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these bylaws or as required by law; be custodian of the corporate records and of the seal of the Corporation; and in general perform all duties incident

to the office of Secretary and such other duties as from time to time may be assigned by the Chief Executive Officer or by the Board of Directors.

Section 4.10 Treasurer

The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatsoever, and deposit all such moneys in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these bylaws; and in general perform all of the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Chief Executive Officer or by the Board of Directors.

ARTICLE V - CERTIFICATES FOR SHARES AND THEIR TRANSFER

Section 5.1 Certificates for Shares

Certificates representing shares of the Corporation shall be in such form as shall be determined by the Board of Directors. Such certificates shall be signed by the Chief Executive Officer or President and by the Secretary or Treasurer and sealed with the corporate seal.

Section 5.2 Stock Ledger

The Corporation shall keep a stock ledger which shall contain the names and addresses of all stockholders and the number of shares held by each.

Section 5.3 Transfers of Shares

Transfer of shares of the Corporation shall be made only on the stock ledger of the Corporation by the holder of record thereof, or by their legal representative, who shall furnish proper evidence of authority to transfer, or by their attorney thereunto authorized by power of attorney duly executed and filed with the Secretary of the Corporation.

ARTICLE VI - CORPORATE FUNDS AND FINANCIAL MATTERS

Section 6.1 Checks

All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

Section 6.2 Deposits

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositaries as the Board of Directors may select.

Section 6.3 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.

ARTICLE VII - INDEMNIFICATION

Section 7.1 Indemnification of Directors and Officers

To the fullest extent permitted by the Delaware General Corporation Law, as it now exists or may hereafter be amended, the Corporation shall indemnify any director or officer of the Corporation who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that such person is or was a director or officer of the Corporation.

Section 7.2 Advancement of Expenses

The Corporation shall advance expenses incurred by a director or officer in defending any civil, criminal, administrative or investigative action, suit or proceeding in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such director or officer to repay such amount if it shall ultimately be determined that such person is not entitled to be indemnified by the Corporation.

ARTICLE VIII - MISCELLANEOUS

Section 8.1 Seal

The Board of Directors may provide a corporate seal which shall be circular in form and shall have inscribed thereon the name of the Corporation and the state of incorporation and the words "Corporate Seal."

Section 8.2 Waiver of Notice

Whenever any notice is required to be given under the provisions of the Delaware General Corporation Law or under the provisions of the Certificate of Incorporation or these bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 8.3 Fiscal Year

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

Section 8.4 Dividends

The Board of Directors may from time to time declare, and the Corporation may pay, dividends on its outstanding shares in the manner and upon the terms and conditions provided by law and the Certificate of Incorporation.

ARTICLE IX - AMENDMENTS

Section 9.1 Amendment by Board of Directors

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the Board of Directors at any regular or special meeting of the Board of Directors.

Section 9.2 Amendment by Stockholders

These bylaws may be altered, amended or repealed and new bylaws may be adopted by the affirmative vote of the holders of a majority of the stock issued and outstanding and entitled to vote thereon.

ARTICLE X - BLOCKCHAIN AND DIGITAL ASSETS

Section 10.1 Blockchain Operations

The Corporation is authorized to engage in blockchain technology development, digital asset custody, tokenization services, and decentralized finance protocol development as part of its business operations.

Section 10.2 Digital Asset Management

The Board of Directors may authorize the Corporation to hold, custody, and manage digital assets including but not limited to cryptocurrencies, tokens, and other blockchain-based assets on behalf of clients and for the Corporation's own account.

Section 10.3 Protocol Governance

The Corporation may participate in blockchain protocol governance through token voting, delegation, or other mechanisms as determined by the Board of Directors to be in the best interests of the Corporation.

Section 10.4 Regulatory Compliance

All blockchain and digital asset activities shall be conducted in compliance with applicable laws and regulations, including but not limited to securities laws, banking regulations, and anti-money laundering requirements.

CERTIFICATE OF SECRETARY

I hereby certify that the foregoing is a true and complete copy of the Bylaws of Seree Technologies, Inc., a Delaware corporation, and that such Bylaws were duly adopted by the Board of Directors of the Corporation.

Dated: 07/25/2024

Secretary

Seree Technologies Inc.

General Corporation

SEAL

2024

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