

## **BYLAWS OF SOLIDHA CORP.**

### **ARTICLE I: OFFICES**

**1.1 - Principal Office:** The principal office of SOLIDHA CORP. shall be located at 515 Valley Street, Maplewood, NJ 07040, or such other places as the Board of Directors may determine.

**1.2 - Registered Office:** The registered office of the Corporation shall be in the State of Delaware. The Corporation's registered office in the state of Delaware is located at 16192 Coastal Highway, Lewes, Delaware 19958, County of Sussex

**1.3 - Other Offices:** The Corporation may have other offices both within and outside the state of Delaware as the Board of Directors may designate from time to time.

### **ARTICLE II: NAME, MISSION STATEMENT, VISION & PURPOSE**

**2.1 - Name:** The name of the Corporation is SOLIDHA CORP. (hereinafter referred to as the "the Corporation").

**2.2 - Mission Statement:** To unite the Haitian Diaspora for collective investment and growth, fostering economic empowerment through financial services, partnerships, and community support.

**2.3 - Vision:** "To unite the Haitian Diaspora in a collective journey of financial growth and empowerment, becoming a global economic force through strategic investments, financial opportunities, and partnerships. By establishing a dynamic digital platform for global networking, promoting financial literacy, and building a robust financial service network, we aim to foster economic resilience and support the sustainable development of Haiti and its communities worldwide."

**2.4 - Purpose:** The Corporation is organized for the purpose of engaging in all lawful acts or activities for which Corporations may be organized under the General Corporation Law of Delaware.

### ARTICLE III: STOCKHOLDERS

**3.1 - Annual Meeting:** The annual meeting of the stockholders shall be held at such date, time, and place as shall be designated by the Board of Directors, for the purpose of electing directors and transacting other businesses.

**3.2 - Special Meetings:** Special meetings of the stockholders may be called at any time by the Chairperson or other members of the Board, or by stockholders holding at least **twenty percent (20%)** of the outstanding shares of the Corporation. These meetings are called to address specific urgent matters that cannot wait until the Corporation's regular annual meeting. It is being convened to allow shareholders to vote on critical issues that require immediate attention, such as electing or removing directors, changing the board size or approving major corporate actions like a merger.

**3.3 - Notice of Meetings:** Written notice of each meeting of the stockholders 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 such a meeting.

**3.4 - Quorum:** Shareholders holding **fifty-one percent (51%)** of the voting shares represented in person or by proxy, shall constitute a quorum.

- A proxy for the purpose of establishing a quorum is a legal document or authorization that allows a designated individual (known as a proxy or proxyholder) to act on behalf of a shareholder in a matter such as voting at meetings, making decisions, or representing the person's interests. It is commonly used in corporate settings for shareholder meetings, where shareholders who cannot attend in person can appoint someone else to vote or make decisions on their behalf.
- Details about proxy sufficiency and acceptance will be included in the official meeting notice sent to all shareholders of record. This notice will specify the acceptable proxy forms, submission deadlines, and procedures to ensure proper and valid appointment of proxies, enabling shareholders to delegate their voting rights in accordance with the Corporation's rules and regulations.

**3.5 - Voting:** Each Class A Common stockholder shall be entitled to **five (5) votes** for each stock held by them. Each Class B Common stockholder shall be entitled to **one (1) vote** for each stock held by them.

To facilitate the counting of the votes, a stockholder's record shall be prepared. It shall include the following information for all voting members: First and Last Names; Number of Shares; Class of Shares; Total Amount of Shares; Total Number of Votes Conferred by Shares.

All elections shall be determined by a plurality vote, and all other matters shall be determined by a majority vote of the shares present in person or represented by proxy, as described in these bylaws or unless otherwise provided by the General Corporation Law of Delaware.

However, approval of the By-Laws and any amendments to the By-Laws require a Super-Majority vote, and a supermajority shall be defined as the approval of at least **two-thirds** of the votes cast.

#### **ARTICLE IV: BOARD OF DIRECTORS**

**4.1 - General Powers:** The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, and all directors must be shareholders of the Corporation.

**4.2 - Number, Tenure, and Qualifications:** The number of directors shall be fixed from time to time by the resolution of the Board of Directors and must be staggered with overlapping terms. The board of directors to be shall consist of nine (9) members, each serving a term of three (3) years. Each director shall hold office until their successors shall have been elected and qualified or until their earlier death, resignation, or removal.

**4.3 - Board of Directors' appointments:** Common shareholders and the interim board shall jointly hold the election of the first Board of Directors. The interim board shall notify in writing all common shareholders (Class A & B) of the voting process, including the function, responsibilities and qualifications required for each position on the Board.

Members of the interim board are eligible to be elected as part of the first duly elected board of directors. Interested shareholders must submit a cover letter stating their desired position, a brief statement of qualification and a resume no later than thirty (30) days before the scheduled special meeting.

**4.4 - Review Committee:** A three-member review committee, comprising individuals not seeking a board position and not related to existing directors and candidates, shall review the candidate's application to verify minimum qualifications. At least 14 days prior to the election, the three-member Review Committee shall provide to all the shareholders entitled to vote, written notice of the list of approved candidates to participate in the elections.

The Review Committee shall ask the Chairperson of the Board to organize a special meeting before the elections to present the candidates to the voters. During this session, shareholders will be able

to ask questions to the candidates to assess each candidate's suitability and to better streamline their votes.

Elections shall take place at a special meeting called for this purpose. Shareholders may vote in person or by proxy, and the candidates with the highest votes shall serve on the board for the term specified in the bylaws. Directors shall serve for their designated term unless they resign, are dismissed, or otherwise disqualified.

**4.5 - Future Elections:** Future election to replace or elect new Board of Directors shall be made jointly by common shareholders and the existing board. The three-member Review Committee will administer all future elections consisted with the manner and method of the first election.

**4.6 Titles and Responsibilities:** The titles of the nine (9) board members shall be as follows:

- Chairperson of the Board, who shall preside overboard meetings.
- Vice Chairperson, who shall preside in the Chairperson's absence.
- 7 Board Members

### **Role Descriptions**

**The Chairperson's roles** include leadership of the board, setting strategic direction, and overseeing the Corporation's performance and governance. They are also responsible for facilitating board meetings, managing communication between the board and the executive team, and ensuring all members are engaged and informed.

#### **Leadership and governance**

- **Provide leadership:** Lead the board and provide direction, guidance, and support.
- **Ensure good governance:** Uphold ethical practices, ensure compliance with regulations, and oversee effective risk management.
- **Manage board composition:** Oversee the development, induction, and performance evaluation of board members.
- **Support the chief executive:** Provide support and guidance to the chief executive officer (CEO).

#### **Strategic planning**

- **Set strategic direction:** Work with the board to develop and oversee the Corporation's long-term plans and strategic goals.

- **Monitor performance:** Assess and monitor the Corporation's overall performance and profitability against its goals.

### Meeting and communication management

- **Plan meetings:** Prepare and set the agenda for board meetings.
  - **Conduct meetings:** Open meetings, facilitate discussions, ensure all members have a chance to speak, and keep the conversation on track.
  - **Facilitate communication:** Ensure effective communication between the board and the executive team.
  - **Ensure information flow:** Make sure the board receives the proper and necessary information to make decisions.
  - **Represent the Corporation:** Act as a spokesperson for the Corporation when necessary.
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**The Vice Chairperson's** main duties are to support the chairperson and fill in for them when they are absent. This includes presiding over meetings, assisting with leadership and decision-making, and sharing administrative and strategic tasks. The vice chairperson may also take on specific assignments like overseeing governance documents, managing committees, or preparing for the role of chairperson in the future.

### Core duties

- **Act as the chairperson's deputy:** Step in to chair meetings, handle urgent tasks, and represent the Corporation when the chairperson is unavailable.
- **Support the chairperson:** Assist the chairperson with various duties and help share the workload, often by leading different committees or tasks as agreed upon.
- **Provide leadership:** Help lead and facilitate meetings, provide input on decisions, and ensure the committee or Corporation is engaged and working towards its goals.

### Specific responsibilities

- **Internal management:** Support the chair by monitoring board training, assisting with communication between board members, and ensuring compliance with policies.
- **External relations:** Represent the Corporation at external meetings, build relationships with other groups, and handle external communication tasks.

- **Strategic planning:** Get involved in the overall goals of the Corporation and may be involved in establishing meeting agendas or approving strategic topics.
- **Governance:** Some roles include overseeing governing documents like member handbooks and bylaws and handling potential conflicts of interest.

### Preparing for future roles

- The vice chairperson often acts as a successor to the chairperson, so they should be involved in executive-level conversations and gain a deep understanding of the Corporation's operations.
  - The role prepares them for leadership, which can include public speaking, management skills, and a strong knowledge of the Corporation's mission.
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**The Corporation board members'** primary roles are to provide strategic direction, oversee the Corporation's leadership and performance, and act in the best interest of the Corporation and its shareholders. Key responsibilities include hiring and evaluating senior executives, approving major strategies and budgets, monitoring financial health, and ensuring legal and ethical compliance. Board members must exercise their fiduciary duty through care, loyalty, and obedience, which means they must be informed, act with independent judgment, and avoid conflicts of interest.

### Strategic and financial oversight

- **Set strategic goals and vision:** Help establish the Corporation's overall direction and long-term objectives.
- **Approve budgets and financial plans:** Oversee the annual budget, monitor financial performance, and ensure the Corporation's financial stability.
- **Approve major decisions:** Authorize significant actions like mergers, acquisitions, and major asset purchases or sales.

### Leadership and management

- **Hire and oversee executives:** Select, support, evaluate, and, if necessary, terminate the CEO and other senior management.
- **Determine executive compensation:** Set the salaries, compensation, and benefits for senior leadership.

## Governance and compliance

- **Ensure legal and ethical standards:** Guarantee the Corporation operates within the law and adheres to ethical practices.
- **Uphold fiduciary duties:** Act with loyalty, care, and obedience, making decisions that are in the Corporation's best interest.
- **Manage risk:** Identify and mitigate potential risks to the Corporation.
- **Establish and approve policies:** Create and enforce policies, including those for conflicts of interest.

## Board-specific duties

- **Attend and participate in meetings:** Be prepared for board and committee meetings and participate in discussions and decisions.
- **Serve on committees:** Take on special assignments and serve on various board committees.
- **Stay informed:** Maintain a strong understanding of the Corporation's business, industry, and strategic priorities.
- **Act as an advocate:** Represent the Corporation to the public and advocate for its interests.

**4.3 - Regular Meetings:** The Board shall hold regular meetings at least once every quarter, and special meetings may be called by the Chairperson or any two directors with at least ten (10) days' notice. The regular meetings of the Board of Directors may be held at such a time and place as shall be determined by the Board of Directors.

**4.4 - Special Meetings:** Special meetings of the Board of Directors may be called by or at the request of the Chairperson of the Board, the vice-chairman, or any two directors. Five (5) members of the board of directors at minimum must be present to constitute a quorum. Should a tiebreaker be required the chairperson in this case will be the decider of the resolution.

**4.5 - Notice of Meetings:** Notice of any special meeting of the Board of Directors shall be given at least twenty-four (24) hours prior to the meeting by written notice delivered personally or sent by mail, electronic mail, or facsimile to each director at their address as shown in the records of the Corporation.

**4.6 - Quorum:** A majority of the directors present shall constitute a quorum.

**4.7 - Manner of Acting:** The act of the majority of the directors presents at a meeting at which a quorum is present shall be deemed the act of the Board of Directors.

**4.8 - Vacancies:** Any vacancy occurring in the Board of Directors may be filled as described in Article 4.2

## **ARTICLE V: EXECUTIVE MANAGEMENT**

**5.1 - Officers:** The executive officers of the Corporation shall comprise of at least nine (“9”) members, and such other officers as the Board may appoint. The titles of the executive officers shall be as follows:

- 1.- Chief Executive Officer (CEO)
- 2.- Chief Operating Officer (COO)
- 3.- Chief Financial Officer (CFO)
- 4.- Chief Technology Officer (CTO)
- 5.- Chief Human Resources Officer (CHRO)
- 6.- Chief Business Development Officer (CBDO)
- 7.- Chief Marketing Officer (CMO)
- 8.- Administrative Secretary (AS)
- 9.- Assistant Administrative Secretary (AAS)

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### **Role Descriptions**

**The Chief Executive Officer (CEO)** is the highest-ranking executive responsible for setting the Corporation's overall strategy, ensuring profitability, and making high-level decisions. Key duties include developing strategic vision, managing operations, allocating resources, and acting as the public face of the Corporation. The CEO requires strong leadership, communication, and financial



management skills, extensive experience in their industry, and often a bachelor's or master's degree.

### **Role and responsibilities**

- **Strategic Leadership:** Sets the Corporation's vision, mission, and strategic direction, and develops long-term and short-term strategies to achieve goals.
- **Operations Management:** Oversees all business operations and ensures they are efficient and aligned with Corporation objectives.
- **Financial Oversight:** Manages budgets, makes major financial decisions, monitors financial performance, and works to ensure profitability and revenue growth.
- **Senior Management & Culture:** Builds and leads the executive leadership team, fosters a positive Corporation culture, and sets the tone for professionalism and integrity.
- **Stakeholder Relations:** Acts as the main point of communication between the board of directors and corporate operations, and manages relationships with investors, partners, and other external stakeholders.
- **Public Representation:** Serves as the primary spokesperson for the Corporation, representing it to the public, media, and at conferences.

### **Qualifications and skills**

- **Experience:** Extensive experience in their industry, often including a background in a senior management or executive role.
  - **Leadership:** The ability to inspire and guide teams towards a common purpose.
  - **Communication:** Strong verbal and written communication skills to effectively convey vision to employees and stakeholders.
  - **Decision-Making:** Confident and sound judgment for making high-stakes corporate decisions.
  - **Financial Acumen:** A solid understanding of financial management, budgeting, and strategic financial planning.
  - **Problem Solving:** The ability to analyze complex issues and develop effective solutions.
  - **Education:** A bachelor's degree is standard, with a master's degree (such as an MBA) often preferred.
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**The Chief Operating Officer (COO)** oversees the Corporation's day-to-day administrative and operational functions, acting as the second-in-command to the Chief Executive Officer (CEO). Key responsibilities include implementing business plans, improving operational efficiency, managing budgets, and leading various departments like human resources and finance. Qualifications often require strong leadership, strategic planning, and financial acumen, frequently supplemented by advanced degrees like an MBA.

### **Role and responsibilities**

- Oversees day-to-day operations to ensure efficiency and alignment with Corporation goals.
- Translates the CEO's vision into actionable plans and implements them across the Corporation.
- Manages cross-functional teams and ensures various departments work together seamlessly.
- Monitors performance metrics and prepares fiscal and operational performance reports.
- Collaborates with the CEO and other executives to develop strategies, set priorities, and allocate resources.
- Enhances operational efficiency, productivity, and profitability.
- Focuses on internal Corporation operations, allowing the CEO to concentrate on external strategy.
- May be responsible for managing specific departments such as human resources, IT, and facilities management.

### **Qualifications and skills**

- **Leadership:** Exceptional leadership and management abilities are crucial for guiding teams and implementing Corporation culture.
- **Strategic Planning:** Expertise in strategic planning and the ability to turn vision into executable plans.
- **Financial Acumen:** Experience with financial management, budgeting, and performance evaluation.

- **Operational Expertise:** Deep understanding of operational processes, efficiency, and production metrics.
  - **Decision-Making:** Strong decision-making skills are required to navigate complex operational challenges.
  - **Communication:** Excellent communication and interpersonal skills to work with executives and staff.
  - **Education:** Advanced degrees, particularly an MBA, are often a requirement for this senior executive role.
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**The Chief Financial Officer (CFO)** is a senior executive responsible for managing the Corporation's financial health and strategy. His/her role includes financial planning, risk management, overseeing cash flow, and ensuring accurate financial reporting to guide strategic decisions. Qualifications typically include a bachelor's degree in a relevant field like finance or accounting and extensive experience in senior financial positions.

#### **Role and responsibilities**

- **Strategic planning:** Advise the CEO and leadership team on long-term financial and business strategy and help set financial goals.
- **Financial operations:** Manage budgeting, forecasting, and capital structure, while ensuring the integrity of accounting systems.
- **Risk management:** Identify and manage financial risks, and ensure the Corporation complies with financial laws and regulations.
- **Financial analysis:** Analyze financial data to identify strengths, weaknesses, and opportunities, and prepare reports for decision-making.
- **Investor relations:** Maintain relationships with investors, banks, and other external partners.
- **Leadership:** Lead and manage the finance and accounting teams.

#### **Qualifications**

- **Education:** A bachelor's degree in finance, accounting, business administration, or a related field is a minimum requirement.

- **Experience:** Many years of experience, often 10-15, in senior finance or accounting roles like financial analyst, controller, or finance manager.
  - **Skills:**
    - Strong leadership and communication skills.
    - Expertise in financial topics and the industry.
    - Strategic thinking and analytical abilities.
    - Experience with financial modeling, forecasting, and reporting.
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**The Chief Technology Officer (CTO)** is a senior executive responsible for the Corporation's technology strategy, development, and operations to align with business goals. The CTO's role includes setting the tech vision, managing the tech budget, overseeing IT infrastructure and software development, and driving innovation. Qualifications often include extensive experience in technology leadership, strategic planning, and excellent communication skills to translate technical concepts for non-technical stakeholders.

### **Role and job description**

- **Strategic leadership:** Define and execute the Corporation's technology vision, strategy, and roadmap to support business objectives.
- **Technical management:** Oversee all technology departments, including software development, IT operations, data security, and infrastructure.
- **Innovation and R&D:** Evaluate new and emerging technologies and research opportunities to improve products, services, and operational efficiency.
- **Budget and resource management:** Develop and manage the technology budget, including capital and operational expenses.
- **Team leadership:** Lead, hire, and mentor the technology team, setting performance goals and fostering a culture of innovation.
- **Stakeholder communication:** Communicate technical strategies, challenges, and successes to executives, the board, and other non-technical audiences.
- **Compliance and security:** Ensure the Corporation's technology and data comply with all relevant regulations and maintain high levels of security and privacy.

## Qualifications

- **Extensive technical experience:** Deep knowledge of technology trends, systems architecture, software development, and infrastructure management are crucial.
  - **Strategic thinking and business acumen:** The ability to align technology decisions with overall business goals and perform cost-benefit analyses is essential.
  - **Leadership and management skills:** Proven experience in leading and managing technical teams, with strong delegation and corporate abilities.
  - **Excellent communication:** The ability to clearly articulate complex technical information to both technical and non-technical stakeholders is vital.
  - **Adaptability:** Staying current with the latest technology trends and adapting to a fast-paced environment is critical.
  - **Educational background:** Typically holds a bachelor's or master's degree in a relevant field like computer science, engineering, or information technology, though extensive experience can also qualify.
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**The Chief Human Resources Officer (CHRO)** is a senior executive who leads the human resources department by aligning HR strategies with business goals to manage the Corporation's workforce. Key responsibilities include talent acquisition and retention, compensation and benefits, employee relations, and fostering a positive Corporation culture. To qualify for this role, candidates typically need a bachelor's or master's degree, extensive experience in HR leadership, and strong strategic and communication skills.

### Role and job description

- **Strategic leadership:** Develops and implements HR strategies that support the Corporation's overall business objectives.
  - **Talent management:** Oversees the full employee life cycle, including recruiting, hiring, training, and retaining top talent.
  - **Compensation and benefits:** Designs and manages competitive compensation structures, health insurance, retirement plans, and other benefits.
  - **Employee relations and culture:** Manages employee relations, ensures compliance with labor laws, and promotes a positive, inclusive, and productive work environment.
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- **Performance management:** Implements and oversees performance management processes to align employee goals with Corporation objectives.
- **Change management:** Leads and supports employees through periods of Corporation change.
- **HR operations:** Manages the HR department's budget, policies, and procedures, ensuring they are efficient and effective.

### **Qualifications**

- **Education:** A bachelor's or master's degree in human resources, business administration, or a related field is typically required.
  - **Experience:** A minimum of 10 years of experience in HR, with at least five years in a leadership role, is common. Experience with labor and employee relations, including collective bargaining, is often required.
  - **Skills:**
    - Strong leadership, communication, and interpersonal skills.
    - Strategic thinking and the ability to align HR with business strategy.
    - Comprehensive knowledge of HR laws, regulations, and best practices.
    - Ability to manage change and build strong relationships with senior leadership.
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**The Chief Business Development Officer (CBDO)** is a senior executive who leads the Corporation's growth strategy by identifying new opportunities, building partnerships, and expanding market reach. The role includes developing and executing business development strategies, managing sales and marketing efforts, and collaborating with other departments to achieve revenue growth goals. Key qualifications include significant leadership and business development experience, strong communication, sales, and negotiation skills, and a strategic mindset.

### **Role and job description**

- **Strategy and planning:** Develop and implement the Corporation's long-term growth strategy, including market entry and M&A activities.

- **Opportunity identification:** Identify, evaluate, and pursue new business opportunities to drive revenue and expansion.
- **Partnership management:** Build and maintain strategic relationships with key partners, stakeholders, and high-value clients.
- **Cross-functional collaboration:** Work with marketing, sales, product development, and other departments to align strategies with overall Corporation objectives.
- **Performance management:** Define and oversee key performance indicators (KPIs) to track progress and ensure goals are met.
- **Team leadership:** Lead, mentor, and develop business development and sales teams to achieve revenue and market share goals.
- **Market analysis:** Conduct market research and analyze trends to identify potential risks and opportunities.

### **Qualifications**

- **Education:** Typically requires a bachelor's degree, though a master's degree may be preferred.
  - **Experience:** Extensive progressive leadership experience in senior management roles, with a strong track record in business development, sales, and strategy.
  - **Skills:**
    - **Strategic thinking:** Ability to develop and execute complex, long-term strategies.
    - **Leadership:** Proven ability to lead and mentor teams.
    - **Communication:** Excellent verbal and written communication skills for presentations, negotiations, and relationship building.
    - **Negotiation:** Strong ability to close deals and negotiate partnerships.
    - **Analytical skills:** Strong problem-solving and analytical skills to evaluate market trends and financial feasibility.
    - **Sales and marketing:** Experience in developing sales strategies and managing sales and marketing functions.
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**The Chief Marketing Officer (CMO)** is a senior executive responsible for overseeing all marketing and advertising initiatives to drive revenue growth and brand awareness. The role involves strategic planning, market research, and managing campaigns across digital and traditional channels, and requires qualifications in strategic leadership, data analysis, and cross-functional collaboration.

### **Role**

- Develops and executes the Corporation's overall marketing strategy to align with business objectives.
- Manages the marketing budget and analyzes campaign performance to ensure a return on investment (ROI).
- Leads the marketing team, overseeing brand management, digital strategy, and public relations.
- Collaborates with other C-suite executives, such as the CEO and CFO, to ensure marketing efforts support the Corporation's overall direction.

### **Job description**

- **Strategic Planning:** Create and implement comprehensive marketing plans, including market research, brand positioning, and go-to-market strategies.
- **Campaign Management:** Direct and coordinate marketing campaigns across various channels, including digital and social media, to drive customer acquisition and sales.
- **Market Research and Analysis:** Conduct market research to identify new opportunities, understand consumer behavior, and analyze competitors.
- **Team Leadership:** Lead, motivate, and develop the marketing team, fostering a culture of innovation and high performance.
- **Cross-functional Collaboration:** Work closely with other departments, such as sales, product development, and operations, to ensure a cohesive customer experience.

### **Qualifications**

- **Experience:** Extensive experience in marketing, with a proven track record in strategic leadership and managing successful campaigns.
- **Strategic and Analytical Skills:** Strong ability to develop data-driven strategies and make decisions based on performance metrics, market trends, and consumer insights.



- **Technical Proficiency:** A deep understanding of current digital marketing tools, technologies, and trends.
  - **Leadership and Communication:** Exceptional leadership skills to inspire a team and the ability to collaborate effectively with other executives and departments.
  - **Business Acumen:** A strong understanding of business fundamentals, financial goals, and how marketing activities contribute to the bottom line.
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**The Corporate Secretary** ensures that the Corporation adheres to legal and regulatory requirements, manages corporate governance, and acts as the primary liaison between the board of directors, management, and shareholders. The role's responsibilities include maintaining Corporation records, organizing board meetings, and ensuring compliance with governance standards. Qualifications typically include strong communication, and computer skills, extensive knowledge of corporate law, and experience in an office or legal setting.

#### **Role and responsibilities**

- **Corporate Governance:** Oversees the Corporation's governance framework, ensuring it aligns with legal requirements and best practices.
- **Board and Shareholder Support:** Serves as the main point of contact for the board, shareholders, and other stakeholders.
- **Meeting Management:** Organizes and coordinates board meetings, including preparing agendas, sending notices, arranging logistics, and taking minutes.
- **Record Keeping:** Manages and maintains all corporate records, statutory books, and legal documents.
- **Compliance and Reporting:** Ensures the Corporation complies with all statutory and regulatory obligations and oversees corporate disclosures.
- **Strategic Support:** Advises the board and management on governance matters, helps with succession planning, and assists in director orientation and education.

#### **Qualifications**

- **Education and Experience:** A high school diploma or GED is a minimum, but many positions require a degree and significant office or legal experience.
  - **Skills:**
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- **Communication:** Excellent written and verbal communication skills are essential.
  - **Corporation:** Exceptional corporate and multitasking abilities are necessary.
  - **Computer Proficiency:** Strong computer skills, particularly with Microsoft Office, are required.
  - **Legal Knowledge:** A comprehensive understanding of corporate laws and regulations is crucial.
  - **Other:** Attention to detail, integrity, discretion, and strong problem-solving skills are also important.
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**Administrative secretary** provides essential administrative and clerical support to the Corporation or department, handling tasks like managing schedules, coordinating meetings, preparing documents, and handling correspondence. Key qualifications include excellent communication and corporate skills, proficiency in office software like Microsoft Office, and strong attention to detail.

### **Role and job description**

- **Office and administrative support:** Perform daily administrative tasks, including filing, typing, copying, and data entry.
- **Communication hub:** Answer phones, respond to emails, and serve as the first point of contact for clients and visitors.
- **Scheduling and coordination:** Manage calendars, schedule meetings, and arrange travel for staff and executives.
- **Document management:** Draft, proofread, and edit documents, memos, and reports. Create and maintain organized filing systems.
- **Record-keeping:** Maintain accurate records and databases, which may include managing confidential information.
- **Meeting support:** Prepare agendas, take minutes, and distribute them to participants.
- **Financial tasks:** Process and track invoices, expense reports, and purchase orders.

### **Qualifications**

- **Education:** A high school diploma is typically required, though some roles may prefer or require a college degree.
- **Technical skills:** Proficiency in Microsoft Office Suite (Word, Excel, Outlook) and other common office software is essential. Familiarity with office Corporation techniques is also important.
- **Corporate and time management skills:** The ability to multitask, manage time effectively, and work independently is crucial for success in this role.
- **Communication skills:** Excellent written and verbal communication skills are necessary for handling correspondence and interacting with others.
- **Interpersonal skills:** Strong interpersonal skills are needed to interact professionally with colleagues, clients, and vendors.
- **Attention to detail:** A high level of accuracy and meticulous attention to detail is required for managing documents and records.
- **Discretion and integrity:** The ability to handle confidential information with professionalism and discretion is a key requirement.

**5.2- Election and Term of Office:** The officers of the Corporation or the members of the executive management team shall be elected annually by the Board of Directors at the first quarterly meeting of the Board of Directors. If the election of officers is not held at such a meeting, such an election shall be held as soon thereafter as convenient. Each officer shall hold office until their successor has been duly elected or until their death, resignation, or removal.

**5.3 - Removal:** Any officer 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 so removed.

**5.4 - 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.

## **ARTICLE VI: COMMITTEES & OTHER BOARDS**

**6.1 - Committee Creation:** The Board may create committees as needed, including a control board, an advisory board, an audit and compensation committee, to facilitate governance.

**6.2 - Oversight Committee:** The members of the Oversight Committee shall be nominated by the Board of Directors and voted on by the shareholders. The Oversight Committee shall comprise of five members.

**6.3 - Oversight Committee Duties:** The oversight committee shall mediate or oversee resolutions of conflicts between management and the various stakeholders of SOLIDHA. The Oversight Committee shall also monitor the activities, policies and performance of management. Additional duties of the Oversight Committee include:

- Identifying and assessing potential risks that could impact the Corporation's operations, finances and reputation.
- Setting risk tolerance levels, establishing controls, and monitoring risk management practices.
- Reviewing and approving major strategic initiatives, mergers and acquisitions, and other significant business decisions.
- Monitoring the performance of the Corporation against established key performance indicators and strategic goals.

**6.4 - Advisory Committee:** The members of the Advisory Committee shall be appointed for a specific period by the Board of Directors. The Advisory Committee will consist of five members, each possessing the following specialized skills.

- Strong financial and accounting background
- Strong background of US business laws or experience in the rules and regulations governing corporate entities.
- Knowledgeable of the role and duties of Human Resources
- Strong background and experience in marketing
- Experienced and knowledgeable in IT and cybersecurity

**6.5 - Other Committees:** The other committees such as the audit, and compensation shall be nominated and elected by the board of directors.

## **ARTICLE VII: SUBSIDIARIES**

**7.1 - Authority to Establish Subsidiaries:** The Corporation shall have the power to create, acquire, or finance subsidiaries, or participate in joint ventures, to carry out or promote its business objectives. The Board of Directors shall determine the scope, terms, and governance of such subsidiaries, consistent with applicable laws.

**7.2 - Management of Subsidiaries:** The management and operations of subsidiaries shall be conducted in accordance with policies established by the Board of Directors, and subsidiaries shall be subject to the controlling policies and oversight of the parent company.

**7.3 - Powers of Subsidiaries:** Subsidiaries shall possess all powers necessary or convenient to carry out their purposes, including owning property, entering contracts, borrowing money, and engaging in any other activities permissible under applicable law, provided such activities are consistent with the interests of the parent company.

**7.4 - Financial Interdependence:** The financial operations of subsidiaries shall be consolidated with those of the parent company, and the subsidiaries shall maintain proper books and records in accordance with applicable accounting standards.

**7.5 - Limitation and Approval:** The creation or acquisition of subsidiaries involving significant liabilities or commitments shall require prior approval by the Board of Directors. The parent company shall ensure that subsidiaries operate within the scope and authority delegated to them.

**7.6 - Dissolution and Disposition:** The parent company may dissolve or dispose of its interest in any subsidiary, subject to applicable laws and the terms of the governing agreements, and upon approval by the Board of Directors.

## **ARTICLE VIII: JOINT VENTURES**

**8.1 - Authority to Establish and Participate in Joint Ventures:** The Corporation, through its Board of Directors or authorized officers, shall have the power to establish, participate in, or acquire interests in joint ventures, partnerships, or other collaborative business arrangements deemed to be in the best interests of the Corporation.

**8.2 - Approval and Oversight:** All agreements relating to joint ventures shall require the approval of the Board of Directors. Such agreements specify the terms, responsibilities, profit-sharing arrangements, and managerial roles of the Corporation in the joint venture.

**8.3 - Execution of Agreements:** The President, or any officer designated by the Board, shall have the authority to execute, on behalf of the Corporation, all documents, agreements, and instruments necessary or desirable to effectuate the establishment or participation in joint ventures.

**8.4 - Reporting and Certification:** The officers responsible for managing joint ventures shall report regularly to the Board of Directors on the status, performance, and material developments

of such ventures. The Board of Directors shall have the authority to review, modify, or terminate the Corporation's involvement in any joint venture at any time.

**8.5 - Limitations:** Any joint venture agreement that involves liabilities exceeding 20% of the Corporation's net assets shall require prior approval by the shareholders.

**8.6 - Operations and Decisions that are subject to the Approval of a Special Assembly of Shareholders:** All operations and decisions that involve fundamental changes to the Corporation that could significantly impact its structure, governance or the rights and investments of the shareholders are subject to the approval of a special assembly of shareholders. These matters require a two-third (2/3) supermajority.

Operations and decisions that require such approval include but are not limited to:

- Amendments to the Certificate/Articles of Incorporation
- Mergers and Acquisitions (M&A)
- Sales of "Substantially All" Corporate Assets
- Dissolution of the Corporation
- Amendments to the bylaws
- Change to capital structure
- Interested party transactions (transactions between the Corporation and its directors, officers or significant shareholders)
- Employee Stock option Plans/Benefit Plans (significant amendment of equity compensation plans involving directors and officers).

## **ARTICLE IX: FINANCIAL ADMINISTRATION**

**9.1 - Fiscal Year:** The fiscal year of the Corporation shall be January 1 - December 31 but may be changed by the resolution of the Board of Directors.

**9.2 - Checks, Drafts, Etc.:** All checks, orders for the payment of money, bills of lading, warehouse receipts, obligations, bills of exchange, and insurance certificates shall be signed or endorsed by such officer or officers or agent or agents of the Corporation and in such manner as

shall from time to time be determined by resolution of the Board of Directors or of any committee to which such authority has been delegated by the Board.

**9.3 - Deposits and Accounts:** All funds of the Corporation, not otherwise employed, shall be deposited from time to time in general or special accounts in such banks, trust companies, or other depositories as the Board of Directors or any committee to which such authority has been delegated by the Board, or as may be selected by the President or by any other officer or officers or agent or agents of the Corporation, to whom such power may from time to time be delegated by the Board. For the purpose of deposit and for the purpose of collection, checks, drafts, and other financial instruments of the Corporation may be endorsed, assigned, and delivered on behalf of the Corporation by any officer or agent of the Corporation.

**9.4 - Investments:** The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested on occasion in such property, real, personal, or otherwise, or stock, bonds, or other securities, as the Board of Directors may deem desirable.

**9.5 - Third parties:** No one, including clients, vendors or any other individuals or entities with which the Corporation is conducting business shall have any voice regarding the administration of SOLIDHA. The Corporation shall cease all venture or relationship with any individuals or entities that would result in a conflict of interest. Even the mere appearance of conflict shall be investigated.

## **ARTICLE X: BOOKS AND RECORDS**

**10.1 - Maintenance of Records:** The Corporation shall keep accurate and complete books and records of its activities and affairs, sufficient to reflect fairly the financial condition and results of operations. Such records shall include, but are not limited to, minutes of meetings, shareholder records, financial statements, and a list of current shareholders and their respective holdings.

**10.2 - Inspection Rights:** Any shareholder, director, or officer shall have the right to examine and audit the books, records, and documents of the Corporation at reasonable times and upon reasonable notice, during regular business hours. Requests for inspection shall be made in writing and directed to the Secretary or other designated officer.

**10.3 - Location of Records:** All books and records shall be maintained at the Corporation's principal office or at another place designated by the Board of Directors. The Corporation shall make such records available for inspection at any reasonable time.

**10.4 - Annual Financial Statements:** The Corporation shall prepare and maintain annual financial statements, including a balance sheet, income statement, and statement of cash flows, prepared in accordance with generally accepted accounting principles (GAAP). These statements shall be available for inspection by shareholders and directors.

**10.5 - Record Retention:** The Corporation shall retain its records, including minutes, stock records, and financial statements, for at least seven (7) years or as required by law, whichever is longer.

**10.6 - Confidentiality:** All shareholders, directors, officers, and employees shall keep confidential any sensitive or proprietary information contained in the books and records, except as required by law or with proper authorization.

## **ARTICLE XI: CONFLICT OF INTEREST**

**11.1 - Purpose:** The purpose of this Article is to establish procedures for identifying, disclosing, and managing conflicts of interest involving directors, officers, and key employees of the Corporation to maintain fiduciary duty, integrity, and transparency.

**11.2 - Definition of Conflict of Interest:** A conflict of interest exists when a director, officer, or key employee has a personal, financial, or other interest that could influence, or appear to influence, their judgment or actions in conducting the affairs of the Corporation. Such interests include, but are not limited to, outside business dealings, financial investments, or relationships with competitors, suppliers, or customers.

**11.3 - Duty to Disclose:** Any director, officer, or key employee who has or develops a potential or actual conflict of interest shall promptly disclose in writing the nature of their interest to the Board of Directors or relevant committee. Disclosure shall be made at the earliest opportunity prior to any discussion or decision regarding the matter.

### **11.4 - Procedure upon Disclosure**

- i. The disclosing individual shall participate in the discussion only to the extent required to provide relevant information.
- ii. The Board of Directors or designated committee shall evaluate the conflict of interest and determine whether the interest presents a material conflict.
- iii. The disclosing individual shall abstain from voting on the matter involved in the conflict.



**11.5 - Procedure if Conflict Exists:** If a conflict of interest is determined to be material, the affected individual shall refrain from participating in deliberations, decision-making, or voting related to the matter, and shall not be present during discussions.

**11.6 - Record-Keeping:** All disclosures, discussions, and determinations regarding conflicts of interest shall be documented in the minutes of the relevant meetings.

**11.7 - Enforcement:** Failure to disclose conflicts of interest in accordance with this Article may result in disciplinary action, including removal from the Board or employment termination, as applicable, consistent with applicable law and Corporation policies.

**11.8 - Annual Review:** The Board shall review and update this policy periodically to ensure ongoing compliance and address emerging issues related to conflicts of interest.

**11.9 - Execution:** The undersigned certify that this conflict-of-interest policy was adopted and approved unanimously by the Board of Directors of SOLIDHA and is made part of the Corporation's Bylaws.

## **ARTICLE XII: INDEMNIFICATION**

**12.1 - Purpose:** The purpose of this Article is to provide for the indemnification of directors, officers, employees, and agents of the Corporation to the fullest extent permitted by law, against certain liabilities and expenses incurred in connection with their service to the Corporation.

**12.2 - General Indemnification:** The Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any proceeding (including actions, suits, or hearings), whether civil, criminal, administrative, or investigative, by reason of the fact that they are or were a director, officer, employee, or agent of the Corporation, against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement, provided such person acted in good faith and in a manner they reasonably believed to be in or not opposed to the best interests of the Corporation.

### **12.3 - Mandatory and Permissive Indemnification**

**ii Mandatory:** The Corporation shall indemnify any person who is successful on the merits or otherwise in defense of any proceeding covered under this Article.

**ii Permissive:** The Corporation may, upon approval by the Board of Directors or a designated committee, indemnify individuals who conduct themselves as described in Section 12.3 (iii), even if not otherwise mandatory.

**12.4 - Limitations on Indemnification:** Indemnification shall not be provided to a person if it is determined by a court or authorized body that the person's acts were committed in bad faith, involved intentional misconduct, or a knowing violation of law, or that the person personally gained a financial profit or other advantage to which they were not entitled.

**12.5 - Insurance:** The Corporation shall maintain insurance to cover liabilities and expenses of persons serving as directors, officers, employees, or agents of the Corporation, whether or not the Corporation would have the power to indemnify such persons under law or this Article.

**12.6 - Construction and Severability:** The indemnification provided under this Article shall be interpreted broadly as permitted by law. If any provision of this Article is found unenforceable,

### **ARTICLE XIII: RESTRICTIONS ON SHARES TRANSFER AND PREVENTION OF TAKEOVER**

**13.1 - Purpose:** The purpose of this Article is to establish restrictions on the transfer of shares to prevent unwanted takeovers, ensure stability, and protect the interests of the Corporation and its shareholders.

**13.2 - Right of First Refusal:** Before any shareholder may transfer shares to a third party, the transferring shareholder must offer the shares to the Corporation and/or existing shareholders on the same terms and conditions. The Corporation or existing shareholders shall have the right to purchase the shares within **sixty (60) days** of receiving notice of the proposed transfer.

**13.3 - Approval of Transfers:** All transfers of shares shall require the prior written approval of the Board of Directors. The Board may refuse approval if the proposed transfer would result in a takeover, altering the control structure, or otherwise be detrimental to the Corporation's interests.

**13.4 - Restrictions on Transfers to Certain Parties:** Transfers to persons or entities identified as potential hostile bidders, competitors, or parties deemed unsuitable by the Board are expressly prohibited or subject to additional restrictions as determined by the Board.

**13.5 - Lock-up and Freeze Periods:** Shares held by any shareholder who intends to sell, or transfer shall be subject to lock-up periods of not less than **ninety (90) days**, or other restrictions as determined by the Board, to prevent sudden changes in ownership.

**13.6 - Tag-Along and Drag-Along Rights:** To protect minority shareholders and facilitate controlled transfers, the Corporation may adopt provisions allowing minority shareholders to

participate in sales (tag-along rights) or require minority shareholders to sell their shares if a controlling shareholder initiates a sale (drag-along rights), subject to approval procedures.

**13.7 - Penalties for Violations:** Any transfer of shares that violates these restrictions shall be null and void, and the Corporation may refuse to recognize or record such transfer. Shareholders involved in unauthorized transfers may be subject to disciplinary or legal actions.

**13.8 - Amendments:** These restrictions may be amended or repealed only by a vote of two-thirds of the shareholders.

## **ARTICLE XIV: DIVIDENDS**

**14.1 - Declaration of Dividends:** The Board of Directors shall have the authority to declare dividends out of the surplus or net profits of the Corporation at such times and in such amounts as it deems appropriate, subject to applicable laws, the Articles of Incorporation, and any contractual obligations.

**14.2 - Payment of Dividends:** Dividends shall be paid to shareholders in proportion to their respective holdings of shares unless the Articles of Incorporation or a resolution of the Board provides otherwise. Payment may be made in cash, property, or shares of the Corporation, as determined by the Board.

**14.3 - Restrictions on Dividends:** Dividends shall be paid only from surplus or net profits, and their declaration shall not impair the ability of the Corporation to meet its obligations or maintain its capital structure. The Board shall ensure that the payment of dividends complies with applicable law and does not cause insolvency or jeopardize the financial stability of the Corporation.

**14.4 - Record Date for Dividends:** The Board of Directors shall establish a record date for the determination of shareholders entitled to receive dividends. No dividend shall be paid to shareholders who are not shareholders of record on the date fixed, notwithstanding subsequent transfers of shares.

**14.5 - Reserve Funds:** The Board may determine whether dividends be paid from reserve funds or retained earnings, provided such action is consistent with applicable law and the Corporation's articles.

**14.6 - Discretion and Disapproval:** The declaration and payment of dividends are entirely within the discretion of the Board of Directors. The Board may suspend, postpone, or cancel dividends at any time if it determines such action is in the best interest of the Corporation.

**14.7 - Record of Dividends:** All dividends declared, paid, or payable shall be recorded in the minutes of meetings of the Board of Directors. Distributions shall be made through proper channels and documented accordingly.

## **ARTICLE XV: AMENDMENT OF BYLAWS**

**15.1 - Power to Amend:** These Bylaws may be amended, repealed, or altered, in whole or in part, by the affirmative vote of shareholders holding a majority of the voting power entitled to vote thereon.

**15.2 - Shareholder Approval:** Except as otherwise specified in the Articles of Incorporation, any proposed amendment to these Bylaws requiring shareholder approval shall be adopted only upon the vote of at least two-thirds of the shareholders entitled to vote.

**15.3 - Board of Directors Action:** The Board of Directors has NO authority to repeal or amend these Bylaws. It can only call for a special meeting of shareholders to vote on any repeal or amendment to these bylaws.

**15.4 - Notice of Amendments:** When amendments to the Bylaws are proposed by the Board of Directors, written notice of the proposed amendments shall be promptly given to all shareholders or directors entitled to notice under the law or these Bylaws.

**15.5 - Recording of Amendments:** All amendments to these Bylaws shall be recorded in the minute book of the Corporation and shall be effective as of the date specified in the resolution or at such later date as may be specified therein.

**15.6 - Restrictions:** Any amendment that would alter or change the quorum or voting requirements set forth in the Articles of Incorporation or these Bylaws shall require the approval of the shareholders as specified herein or in the Articles.

## **ARTICLE XVI: GOVERNING LAW**

**16.1 - Governing Law:** The Corporation shall be governed by and construed in accordance with the laws of the State of Delaware, including the Delaware General Corporation Law (DGCL) and all applicable statutes and regulations of the State of Delaware.

**16.2 - Jurisdiction:** Any legal action, suit, or proceeding arising out of or related to these Bylaws or the affairs of the Corporation shall be instituted exclusively in the courts of the State of Delaware, and the Corporation consents to the jurisdiction of such courts.

**16.3 - Interpretation:** In the event of any conflict between these Bylaws and the laws of the State of Delaware, the laws of Delaware shall control and govern.

**16.4 - Amendments:** Any amendments to these Bylaws shall be consistent with Article XVI and not violate Delaware law. Approval shall be obtained as specified herein or in the Articles of Incorporation.

## **ARTICLE XVII: EXECUTION**

**17.1 - Execution:** These articles were unanimously adopted for the purposes herein by the Interim Board of Directors on \_\_\_\_\_, 2025 and were approved by a super majority of shareholders present as of \_\_\_\_\_, 2025.

For the purpose of approving these bylaws or any amendments thereto, a supermajority shall be defined as the approval of at least two-thirds of the votes cast. A written record of all such votes shall be maintained and incorporated into the official records of these bylaws.