

ACTION OF THE BOARD OF DIRECTORS OF LINGUATORIUM RESEARCH CORPORATION

Pursuant to the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa, the following action is taken by unanimous written consent of the members of the Board of Directors of Linguatorium Research Corporation (the "Corporation").

The Directors of the Corporation hereby adopt and approve the following resolutions:

WHEREAS, the undersigned persons are all of the initial Directors of the Corporation as provided by the Articles of Incorporation thereof,

WHEREAS, the Directors are required by law to hold an organizational meeting to complete the organization of the Corporation by appointing Officers and adopting Bylaws,

WHEREAS, the Directors desire to act by unanimous written consent in lieu of the meeting as permitted by law and by the Articles of Incorporation,

NOW, THEREFORE,

BE IT RESOLVED, that the Bylaws annexed hereto be adopted,

BE IT FURTHER RESOLVED, that Brody T. Dingel, Director of the Corporation, be elected and appointed the President, the Secretary, and the Treasurer of the Corporation,

BE IT FURTHER RESOLVED, that the action contained herein shall be effective as soon as all Directors have applied their signatures hereto.

By: *Brody Dingel* 01/29/2020

Brody T. Dingel, Director

By: *Manman Qian* 01/30/2020

Maman Qian, Director

By:  01/30/2020

Tatiana Klepikova, Director

BYLAWS OF LINGUATORIUM RESEARCH CORPORATION

ARTICLE 1. NAME AND PURPOSE

1. LINGUATORIUM RESEARCH CORPORATION (the "Corporation") is a corporation incorporated and organized under the Revised Iowa Nonprofit Corporation Act, Chapter 504 of the Code of Iowa.
2. The purpose of the Corporation is set forth in the Articles of Incorporation.

ARTICLE 2. MEMBERS

The Corporation shall have no members.

ARTICLE 3. DIRECTORS

1. The affairs of the Corporation shall be managed by its Board of Directors that shall consist of three Directors. The Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation.
2. The initial Directors of the Corporation are set forth in the Articles of Incorporation. The initial Directors shall serve the initial appointment term of one year, which is renewable as set forth herein.
3. All Directors must be approved by a majority vote of the Directors present and voting at a meeting of the Board of Directors. The qualified Directors shall, upon election, immediately enter upon the performance of their duties, shall serve an initial one-year term which shall be renewable indefinitely in one-year increments, and shall continue in office even after their term expires until their successors shall be duly elected and qualify.
4. No two Directors related by blood or marriage within the second degree of consanguinity or affinity may serve on the Board of Directors at the same time.
5. An annual meeting of the Board of Directors shall be held at a date, time, and location designated by the President. The Directors may adopt an Action by written consent in lieu of the annual meeting.
6. Any Director may be removed with or without cause, at any time, by a vote of two-thirds (2/3) of the members of the Board of Directors. Each member of the Board of Directors must receive written notice of the proposed removal at least seven (7) days in advance of the proposed action. An Officer who has been removed as a member of the Board of Directors shall automatically be removed from office.

ARTICLE 4. OFFICERS

1. The Officers of the Board of Directors shall be the President, the Secretary, and the Treasurer. All Officers must have the status of active members of the Board of Directors.
2. The Officers shall be elected by the Board of Directors.

3. The President shall preside at all meetings of the Board of Directors. The President shall have general and active management of the business of the Board of Directors.

4. The Secretary shall record all votes and minutes of all proceedings in a book to be kept for that purpose. The Secretary shall perform all official correspondence from the Board of Directors as may be prescribed by the Board or the President.

5. The Treasurer shall oversee all financial activity of the Corporation and present a complete and accurate report of the finances of the Corporation at each annual meeting of the Board.

6. The same Director may simultaneously hold more than one office in the Corporation.

ARTICLE 5. CONFLICT OF INTEREST

The purpose of this article is to protect the Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director or might result in a possible excess benefit transaction. This article is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

1. Any Director who has a direct or indirect financial interest in a transaction of the Corporation, as defined below, is an interested person.

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

(a) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;

(b) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement;

(c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

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

3. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

4. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Board of Directors.

5. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board of Directors meeting while the determination of a conflict of interest is discussed and voted upon. The remaining members of the Board of Directors shall decide if a conflict of interest exists. Such a decision may also be rendered by unanimous written consent of all disinterested Directors.

6. After exercising due diligence, the Board of Directors shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors shall determine by a majority vote or by unanimous written consent of the disinterested directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, the Board of Directors shall make its decision as to whether to enter into the transaction or arrangement.

7. If the Board of Directors has reasonable cause to believe that a Director has failed to disclose actual or possible conflicts of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. If, after hearing the Director's response and after making further investigation as warranted by the circumstances, the Board of Directors determines that the Director has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

8. The minutes or the action by written consent of the Board of Directors shall contain:

(a) the names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the Board of Directors' decision as to whether a conflict of interest in fact existed;

(b) the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

9. A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

10. No Director who receives compensation, directly or indirectly, from the Corporation is prohibited from providing information to the Board of Directors regarding compensation.

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