

Linguatorium

Bylaws of Linguatorium Research Corporation

Signers: Brody Dingel, Manman Qian, Tatiana Klepikova

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 Board of Directors shall have control of and be responsible for the management of the affairs and property of the Corporation. The Board of Directors shall delegate, at its discretion, the responsibility for day-to-day operations of the Corporation to the Officers of the Corporation, employees, or other persons. The Board of Directors shall consist of up to five (5), but no fewer than three (3) Directors.
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 Corporation shall be the President, the Secretary, the Treasurer, and such other Officers that are appointed by the Board of Directors or by the President of the Corporation.

2. The President, the Secretary, and the Treasurer shall be appointed by the Board of Directors.
3. The President shall preside at all meetings of the Board of Directors. The President shall manage the business of the Corporation, shall inform himself concerning all affairs of the Corporation, and shall see that the duties of the Officers and employees are properly discharged, and that the Bylaws of the Corporation are observed. The President shall be authorized to appoint Officers of the Corporation (except the President, the Secretary, the Treasurer, and such other Officers that are appointed by the Board of Directors), and to delegate duties and authority to such Officers that are appointed by the President.
4. The Secretary shall prepare minutes of the meetings of the Board of Directors, and shall authenticate records of the Corporation.
5. The Treasurer shall have custody and control of all the funds and securities of the Corporation, shall assume the responsibility for the submission of all tax forms, and shall maintain the accounting of the Corporation.
6. The same person 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, an Officer, or a person with Board-delegated powers; 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, Officer, or person with Board-delegated powers 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, they 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 person has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board of Directors determines that the person 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 or another person whose jurisdiction includes compensation matters, and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that person's compensation.

10. No Director or other person whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation is prohibited from providing information to the Board of Directors regarding compensation.

Action of the Board of Directors

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").

WHEREAS, the undersigned Directors of the Corporation believe it to be in the best interests of the Corporation to amend the Bylaws of the Corporation,

WHEREAS, the undersigned Directors are authorized to amend the Bylaws of the Corporation pursuant to Section 504.1021, Chapter 504 of the Code of Iowa,

NOW, THEREFORE,

BE IT RESOLVED, that the Bylaws of the Corporation be amended by restating them in their entirety in the form annexed hereto,

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

Electronic Signatures

Manman Qian

(digital representation of the signature)

Manman Qian

Email: qmandyv@hotmail.com

April 21, 2023 18:46

Tatiana Klepikova

(digital representation of the signature)

Tatiana Klepikova

Email: tklepikova@gmail.com

April 24, 2023 00:17

Brody Dingel

(digital representation of the signature)

Brody Dingel

Email: bdingel@linguatorium.org

May 03, 2023 14:00

Audit trail

April 21, 2023 13:17

Contract is sent to Brody Dingel bdingel@linguatorium.org

April 21, 2023 13:17

Contract is sent to Manman Qian qmandyv@hotmail.com

April 21, 2023 13:17

Contract is sent to Tatiana Klepikova tklepikova@gmail.com

April 21, 2023 15:44

Viewed by Brody Dingel

April 21, 2023 15:44

Email address verified Brody Dingel bdingel@linguatorium.org

April 21, 2023 18:42

Viewed by Manman Qian

April 21, 2023 18:42

Email address verified Manman Qian qmandyv@hotmail.com

April 21, 2023 18:46

Signed by Manman Qian (IP: 73.162.12.158)

April 24, 2023 00:16

Viewed by Tatiana Klepikova

April 24, 2023 00:16

Email address verified Tatiana Klepikova tklepikova@gmail.com

April 24, 2023 00:17

Signed by Tatiana Klepikova (IP: 188.226.167.12)

April 26, 2023 18:14

Contract is sent to Brody Dingel bdingel@linguatorium.org

May 03, 2023 14:00

Signed by Brody Dingel (IP: 173.25.38.251)

May 03, 2023 14:00

Document finalized

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