

**BYLAWS**

**OF**

**Overs The Rainbow Bridge 4 Humanity Inc.  
a California Nonprofit Corporation**

**ARTICLE I**

**OFFICES**

Principal Offices. The principal office of the corporation for its transaction of business is located at 3609 Grissom St, Bakersfield, Kern California 93309.

Change of Address. The Board of Directors, which may also be referred to as the Board of Trustees, is hereby granted full power and authority to change the principal office of the

corporation from one location to another. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment to these Bylaws.

## ARTICLE II

### MEMBERSHIP

Classification of Members. The corporation shall have one class of membership.

Election of Members and Consent of Member. Members shall be elected by a majority vote of the Board of Directors. No person shall be admitted as a member without his or her consent.

Application Fee. There shall be no fee for making application for membership in the corporation. The Board of Directors has the authority to amend these bylaws to require a fee for making application for membership in the corporation.

Assessments and Dues. There are no dues required of the members and memberships shall be nonassessable.

Number of Members. There is no limit on the number of members the corporation may admit.

Voting Rights. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Transferability of Membership. Neither the membership in the corporation nor any rights in the membership may be transferred or assigned for value or otherwise.

Non-Liability of Members. A member of the corporation shall not, solely because of such membership, be personally liable for the debts, obligations or liabilities of the corporation.

Termination of Membership.

- A. Causes. The membership and all rights of membership shall automatically terminate on the occurrence of any of the following causes:
1. The voluntary resignation of a member;
  2. The death of a member; or

3. Removal of a member for cause under subsection B hereof, which may include, but not be limited to, a member failing to continue to qualify under the requirements of the Application Fee paragraph.
- B.** Removal of a Member for Cause. The membership of any Member may be terminated for cause provided such member is given at least fifteen (15) days prior written notice of the termination stating the reasons therefor and the timely opportunity to be heard on the matter on the termination for cause. The notice shall be given personally to such member or sent by certified mail to the last address of such member as shown on the records of the corporation. The opportunity to be heard may, at the election of such member, be oral or in writing and occur not less than five (5) days before the effective date of termination. The hearing shall be conducted by a member or other person selected by majority vote of the members. Any proceeding challenging a termination, including a proceeding in which the defective notice is alleged, must be commenced within 1 year after the effective date of the expulsion, suspension, or termination.
- C.** Effect of Termination. All rights of a member in the corporation and in its property, if any, shall cease on the termination of such member's membership.

### ARTICLE III

#### MEETINGS OF MEMBERS

Place. Meetings of members shall be held at the principal office of the corporation or at such location within California or elsewhere as may be designated by the Board of Directors. Meetings may be held virtually to the extent permissible by California law.

Date and Time. The members shall meet annually on a date selected by the Board of Directors, for the purpose of transacting such proper business as may come before the meeting, including, but not limited to, the election of Directors.

Special Meetings. Special meetings of the members shall be called either:

1 by the President of the corporation, or

2 by the Chairman of the Board of Directors, or

3 by the Board of Directors, or

4 if the holders of at least five percent (5%) of the voting power of the corporation, sign, date, and deliver to the secretary any one or more written demands for the meeting describing the purpose or purposes for which the meeting is to be held.

Notice of Meetings. Written notice of every meeting of members shall be either personally delivered, or mailed by first-class United States mail, postage prepaid, to the address of

the member as it appears on the records of the corporation, not less than ten (10) days and no more than ninety (90) days before the date of the meeting to each member entitled to vote. Such notice shall state the place, date and time of the meeting, the means of electronic transmission by and to the corporation or electronic video screen communication, if any, by which members may participate in that meeting. If a meeting of members is to address a matter which must be approved by the members, or is a special meeting of members, the notice of said meeting shall include a description of the matter or matters.

Fixing Date for Determination of Members of Record. In order that the Corporation may determine the members entitled to notice of any meeting or to vote or to express consent to corporate action in writing without a meeting or entitled to exercise any rights in respect of any other lawful action, the Board of Directors may fix, in advance, a record date. The record date to determine the members entitled to notice of a meeting of members shall not be less than 10 or more than 90 days before the date of the meeting. The record date to determine the members entitled to vote at a meeting of members shall not be more than 60 days before the date of the meeting.

If no record date is fixed: (1) the record date for determining members entitled to notice of a meeting of members shall be at the close of business on the business day before the day on which notice is given or, if notice is waived, at the close of business on the business day preceding the day on which the meeting is held; (2) the record date for determining members entitled to vote at meeting of members shall be the date of the meeting (3) the record date for determining members for any other purpose shall be at the close of business on the day on which the Board of Directors adopts the resolution relating thereto or the 60th day prior to the date of such other action, whichever is later.

Waiver of Notice. Whenever any notice is required to be given to any member, a signed waiver by the member entitled to notice, delivered to the corporation, whether before or after the time stated, shall be the equivalent of the giving of the notice. A member's attendance at the meeting is a waiver of notice except (1) when the person objects, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or (2) to object to the consideration of matters required to be, but not, included in the notice.

Vote Required for Member Action. Unless the Articles of Incorporation or Bylaws require a greater vote, if a quorum is present, an affirmative vote of the majority of the voting power present and entitled to vote on the subject matter is an act of the members.

Action Without Meeting. Except as otherwise provided in the Articles of Incorporation, any action required or permitted to be taken by the members may be taken without a meeting if all of the members, individually or collectively, consent in a dated, signed writing to such action. Such written consent or consents describing the action taken shall be delivered to the corporation and filed with the minutes of the proceedings of the Board. Such action

by written consent shall have the same force and effect as the unanimous vote of such members.

Quorum. A quorum of any meeting of members shall consist of no less than one-third of the members with voting power, represented in person or by proxy.

Loss of Quorum. The members present at a duly called or held meeting at which a quorum is present may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum, if such action taken, other than adjournment, is approved by at least a majority of the votes of the members required to constitute a quorum.

Adjournment for Lack of Quorum. In the absence of a quorum, any meeting of members may be adjourned from time to time to reconvene at the same or other place by the vote of a majority of the votes represented either in person or by proxy. Notice need not be given of any such adjourned meeting if the time and place thereof and the means of remote communications, if any, by which the members may be deemed to be present are announced at the meeting at which the adjournment is taken, unless the meeting is adjourned.

Cumulative Voting. Cumulative voting shall not be authorized for the election of directors or for any other purpose.

Proxy Voting. Members are entitled to vote or act by proxy. The proxy must be in writing, signed by the member and delivered to the Corporation. The proxy shall be valid for 11 months, unless a different period, which shall not exceed 3 years, is specifically provided for in the proxy.

## ARTICLE V

### DIRECTORS

Management Authority. The affairs of the corporation shall be managed by the Board of Directors.

Number. The corporation shall initially have no less than 1 director. The directors of the corporation shall be referred to collectively in these Bylaws as the "Board of Directors."

Notwithstanding the above provisions, the number of directors, their voting rights and privileges may be changed by amendment to these Bylaws as hereinafter provided.

Qualifications. A director of the corporation shall be an individual.

Terms of Office. Each director shall hold office until the next annual meeting of members as prescribed in these Bylaws and until the director's successor is elected and qualifies under

these Bylaws. If a director is removed at a special meeting of the members called and held as prescribed in, and using the procedures set forth in these Bylaws, such director shall hold office until his or her removal and his or her successor is elected and qualifies. Directors may be elected to successive terms.

Election. The initial directors shall serve until the first annual election of directors. All the directors, except the initial directors, shall be elected at the first annual meeting of members, and at each annual meeting of members thereafter, by a majority vote of the members.

Vacancies. Unless otherwise provided in the Articles of Incorporation or the Bylaws, vacancies on the Board of Directors may be filled. Notwithstanding the foregoing, a vacancy created by the removal of a director shall be filled by a vote of the members. The members may elect a director at any time to fill a vacancy not filled by the Board of Directors. A director elected to fill a vacancy shall be elected to hold office for a term expiring at the next annual meeting of the members and until the director's successor is elected and qualifies under these bylaws, or until his or her earlier death, resignation or removal.

Compensation. A director may only receive reasonable compensation for his or her services as a director as recognized under California and federal law. If a director also renders professional services to the corporation, such charges shall not be prohibited provided the services are approved by the other members of the Board and charged at reasonable rates; provided, however, it is contemplated that no charge will be made for general time volunteered for travel to, or attendance at, any meetings of the directors by any such person rendering professional services.

Meetings.

- A. Call of Meetings. The meetings of the Board may be called by the Chairman of the Board or President, a Vice President, or any two directors, with or without notice.
- B. Place of Meetings. All meetings of the Board shall be held at the principal office of the corporation as specified in these Bylaws, or such other place designated by the Board of Directors by duly authorized resolutions, either in or out of California. Meetings may be held virtually to the extent permissible by California law.
- C. Time of Regular Meetings. Regular meetings of the Board shall be held, without call or notice, immediately following each annual meeting of the members of the corporation as set forth of these Bylaws.
- D. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board of Directors, President, any Vice President, or the secretary. Special meetings shall be held on at least four (4) days' notice of the date, time, place, and purpose of the meeting by first-class mail, postage prepaid, or 48 hours' notice delivered either personally or by phone including a voice message, or by electronic transmission by the corporation.

- E. Quorum. A majority of the number of directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- F. Transactions of the Board. Except as otherwise provided by law, in the Articles of Incorporation or these Bylaws, every act or decision done or made by a majority vote of the directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Articles of Incorporation, or these Bylaws.
- G. Conduct of Meetings. The Chairman of the Board of Directors, President, or any director selected by the directors present, shall preside at meetings of the Board of Directors. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of a conference telephone, online meeting software or similar communication equipment. Such participation shall constitute personal presence at the meeting.
- H. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the new time and place of the meeting need to be provided to those present at the original meeting, so long as the time and place of the adjourned meeting are announced at the time of adjournment. However, notice must be given to those directors not present at the original meeting. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place must be given prior to the time of the adjourned meeting to the directors who were not present at the time of the adjournment.

Waiver of Notice. Notice of a regular or special meeting need not be given to any director who signs and delivers to the corporation a written waiver of notice or a written consent to holding the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice, unless the attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. All written waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in a signed writing to such action. Such written consent or consents describing the action

taken shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Removal or Resignation of Directors. A director may be removed without cause by a majority of vote of the members. A director can be removed for cause in accordance with California Corporations Code section 5223, which requires at least 15 days' prior written notice stating the reasons and an opportunity to be heard (orally or in writing) not less than 5 days before the effective date. A director can only be removed at a meeting called for the purpose of removing the director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of the director. A director may resign at any time by giving a signed written notice to the President, the Chairman of the Board, or Secretary of the corporation.

## ARTICLE VI

### OFFICERS

Number and Titles. The officers of the corporation shall consist of a President, a Secretary, a Chief Financial Officer, and such other officers with such title and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the chief executive officer of the corporation. Any number of offices may be held by the same person, except that the President may not serve concurrently as the Secretary or Chief Financial Officer.

Appointment, Resignation, Removal, Vacancies. The officers shall be elected annually by the Board at the annual meeting of the Board and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Each officer shall serve until his or her successor has been elected by the Board. Any officer may resign at any time by delivering written, signed notice to any one of the following: the Chairman of the Board of Directors, the President, or the Secretary of the corporation, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. A resignation is effective when the notice is delivered unless the notice specifies a later date or event. The Board may remove any officer at any time, with or without cause. Any office vacancy will be filled by vote of the Board of Directors.

## ARTICLE VII

### DISSOLUTION AND WINDING UP

Resolution for Dissolution.

The corporation can elect to voluntarily dissolve as follows:

1. The Board adopts a resolution recommending that the corporation be dissolved, and directs that the question of the dissolution be submitted to a vote at a meeting of members entitled to vote.
2. A resolution to dissolve the corporation shall be adopted upon approval by a majority of the members' voting power.

Distribution of Assets upon Dissolution. Upon dissolution, the Board of Directors shall adopt a plan of distribution in accordance with this section. The Board of Directors shall submit the plan for a vote of the members.

- A. All liabilities and obligations of the corporation shall be paid and discharged, or adequately provided for.
- B. Assets held by the corporation on the condition that they be returned or otherwise transferred upon dissolution of the corporation, shall be returned in accordance with those requirements.
- C. Any remaining assets may be distributed to such persons, trusts, societies, organizations, or domestic or foreign corporations engaged in activities substantially similar to those of the corporation as determined by the Board of Directors.

In advance of any disposition of assets upon dissolution, the corporation shall seek a waiver of objections to the disposition by the Attorney General. If the waiver is not obtained, the disposition will take place subject to California Corporations Code 6716.

## ARTICLE VIII

### CORPORATE RECORDS AND REPORTS

Keeping Records, Right to Review. The corporation shall keep at its principal office in this state a copy of its Articles of Incorporation and Bylaws as amended to date and adequate and correct financial records and minutes of the proceedings of its members, Board, and committees of the Board, and a record of all actions taken by the Board of Directors and the members of the corporation without a meeting. The corporation shall also keep copies of all waivers of notice of all meetings of the Board. The Corporation shall also keep in its principal office a record of the names and addresses of its members, directors and officers in a form that permits preparation of a list in alphabetical order, and a copy of the organization's most recent Statement of Information filed with the California Secretary of State . Further, the corporation shall furnish to all directors any information reasonably

required for the director's rights and duties. Directors and members have the right to inspect those records in accordance with applicable California law.

Annual Report. The Board shall cause an annual report to be sent to the members not later than one hundred twenty (120) days after the close of the corporation's fiscal year. The report shall contain all the information required by Section 6321(a) of the Corporations Code and shall be accompanied by any report thereon of independent accountants, which are not required to be audited unless required by members, or if there is no such report, the certificate of an authorized officer of the corporation that such statements were prepared without audit from the books and records of the corporation. The annual report shall be furnished to all directors.

## ARTICLE IX

### AMENDMENT OF BYLAWS

Subject to either the terms of the corporation's Articles of Incorporation or to any restrictions or additional requirements under California law, these Bylaws may be amended or repealed and new Bylaws adopted in any or all respects by vote of a majority of the voting power of the members.

## ARTICLE X

### ADDITIONAL PROVISIONS

Indemnification To the maximum extent permitted under applicable California law, the corporation shall have the right and power to indemnify any person who was a party, is a party, or is threatened to be made a party to any threatened, pending or completed action or proceeding, whether civil, criminal, administrative or investigative, because such person is or was an "agent, as defined under applicable California law, of the corporation against expenses, judgments, fines, settlements, and other amounts actually and reasonably incurred in connection with such action or proceeding. To the extent permitted under applicable California law, the corporation may advance expenses incurred in defending any such action or proceeding prior to final disposition after the corporation has received an undertaking by or on behalf of the agent to repay the corporation if it is determined ultimately that the agent is not entitled to be indemnified. Indemnification shall not apply to any action prohibited by California Corporations Code § 5233 (self-dealing) or for unlawful acts. See also § 5239 for liability protection for volunteer directors and officers.

### Conflicts of Interest.

- A. A conflict of interest arises when a director, officer, or key employee, or a relative of such person, has a direct or indirect financial interest, or a material interest, in

any transaction or arrangement with the corporation, or in any decision or action of the corporation that could result in a personal benefit or advantage to that individual or their relative.

- B. Any director, officer, or key employee who has a conflict of interest, or who believes a potential conflict of interest exists, shall disclose the material facts concerning the interest to the Board of Directors or appropriate committee. Such person shall not be present during deliberations or vote on the matter creating the conflict, nor shall they attempt to influence the deliberations or voting on the matter. They may be counted in determining the presence of a quorum for the meeting if permitted by applicable state law.
- C. Any transaction involving a conflict of interest or a related party shall be reviewed and approved by the disinterested members of the Board or committee, ensuring that the transaction is fair, reasonable, and in the best interest of the corporation at the time of approval. The Board shall consider alternative transactions, to the extent available, and shall document the basis for its approval of any such transaction.

**CERTIFICATE OF SECRETARY OF  
OVERS THE RAINBOW BRIDGE 4 HUMANITY INC.,  
a California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of Overs The Rainbow Bridge 4 Humanity Inc., and that the foregoing Bylaws, is a true and complete copy of the resolutions of the Corporation and duly adopted by the Board of Directors of the Corporation on \_\_\_\_\_, 20\_\_\_\_\_.

DATED: \_\_\_\_\_, 20\_\_\_\_\_

\_\_\_\_\_  
Feng Zhao Overs  
Secretary

**UNANIMOUS WRITTEN CONSENT OF  
THE BOARD OF DIRECTORS IN LIEU OF  
THE FIRST MEETING OF THE BOARD OF DIRECTORS OF**

**Overs The Rainbow Bridge 4 Humanity Inc.,  
a California Nonprofit Corporation**

The undersigned, constituting all the current directors of Overs The Rainbow Bridge 4 Humanity Inc., a California nonprofit corporation (the "Corporation"), pursuant to Nonprofit Corporation Law, provide(s) their written consent to the following actions and resolutions:

**Articles of Incorporation**

RESOLVED: That the Articles of Incorporation of the Corporation filed with the California Secretary of State hereby is adopted, ratified and affirmed in all respects.

RESOLVED FURTHER: That the Secretary of the Corporation is authorized and directed to insert a copy of the Articles of Incorporation in the Corporation's minute book.

**BYLAWS**

WHEREAS, the Board of Directors of this Corporation (the "Board of Directors") have not as yet adopted any bylaws for the Corporation (the "Bylaws"); and

WHEREAS, the best interests of this Corporation will be served by the adoption of Bylaws:

THEREFORE, BE IT RESOLVED: That the Bylaws attached hereto are adopted as the Bylaws of this Corporation.

RESOLVED FURTHER: That the Secretary of this Corporation be and hereby is authorized and directed to execute a certificate of adoption of said Bylaws and to insert said Bylaws as so certified in the Corporation's minute book and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of this Corporation.

## ELECTION OF OFFICERS

RESOLVED: The following persons are elected to the offices indicated after their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

<u>Name of Officer</u>	<u>Office Held</u>
Jason Overs	President
Feng Zhao Overs	Secretary
Feng Zhao Overs	Chief Financial Officer
Jason Overs	CEO, President
Keon Vsughan	Officer, Treasurer
Feng Zhao Overs	Secretary, CFO

## ACCOUNTING YEAR

RESOLVED: That until otherwise determined by the Board of Directors this Corporation adopts an accounting year as follows:

Date Accounting Year Begins:	January 1
Date Accounting Year Ends:	December 31

## PRINCIPAL OFFICE LOCATION

RESOLVED: That the principal office of the Corporation is located at the address set forth below until changed by a future resolution of Board of Directors:

Street Address:	3609 Grissom St,
City:	Bakersfield
County:	Kern
State:	California
Zip Code:	93309

## BANK RESOLUTION

RESOLVED: That this Corporation open an account or accounts with federally insured financial institutions for the purpose of holding and investing Corporation funds.

RESOLVED FURTHER: That until such authority is revoked by sealed notification to said financial institution of such action by the Board of Directors of this Corporation, the

following persons are authorized to execute checks and other items for and on behalf of this Corporation:

**Name of Officer**

Jason Overs  
Feng Zhao Overs

**Office Held**

President  
Chief Financial Officer

RESOLVED FURTHER: That if this is a checking account, the bank is requested to prepare and deliver statements and canceled checks monthly to the statement mailing address shown on the bank records.

**INCORPORATION EXPENSES**

In order to provide for the payment of expenses of incorporation and organization of the Corporation, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: That the President and Chief Financial Officer of this Corporation are authorized and directed to pay the expenses of incorporation and organization of this Corporation.

**AUTHORIZATION TO FILE WITH GOVERNMENTAL AGENCIES**

**STATEMENT OF INFORMATION**

RESOLVED: That the President or Secretary is authorized and directed to execute and file with the office of the California Secretary of State the Statement of Information.

**AUTHORIZATION OF FURTHER ACTIONS**

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further action as they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified

and confirmed in all respects as fully as if such actions had been presented to the Board of Directors for approval prior to such actions being taken.

RESOLVED: That the Conflict of Interest Policy set forth in the Bylaws is hereby adopted and shall be binding on all directors, officers, and key employees.

IN WITNESS WHEREOF, each of the undersigned, being all the Directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: \_\_\_\_\_

\_\_\_\_\_  
Jason Overs, Director

\_\_\_\_\_  
Keon Vaughan, Director

\_\_\_\_\_  
Feng Zhao Overs, Director

**CERTIFICATE OF SECRETARY OF**  
**OVERS THE RAINBOW BRIDGE 4 HUMANITY INC.,**  
**a California Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of Overs The Rainbow Bridge 4 Humanity Inc., and that the foregoing Unanimous Written Consent of The Board of Directors In Lieu of The First Meeting of The Board of, is a true and complete copy of the resolutions of the Corporation and duly adopted by the Board of Directors of the Corporation on \_\_\_\_\_, 20\_\_\_\_\_.

DATED: \_\_\_\_\_, 20\_\_\_\_\_

\_\_\_\_\_  
Feng Zhao Overs  
Secretary