

Bylaws OF Midas Technologies Inc.
Virginia S Corporation

Article I: Corporate Offices

1. **Principal Office:** The principal office of the corporation is located at 1407 Jennifer Dr, Blacksburg, Virginia.
 2. **Registered Office:** The registered office of the corporation shall be maintained at 1407 Jennifer Dr, Blacksburg, Virginia. This location may be changed at the discretion of the Board of Directors.
-

Article II: Shareholders

1. **Annual Meeting:** The annual meeting of shareholders shall be held on October 30th at 9:00 pm at the corporation's principal office or any other location as determined by the Board of Directors. The purpose of the meeting is to elect directors and transact any other business.
 2. **Special Meetings:** Special meetings of shareholders may be called at any time by the President, the Board of Directors, or shareholders holding at least 30% of the corporation's shares. These meetings may be held virtually if necessary.
 3. **Notice of Meetings:** Written notice of each meeting, specifying the location, date, and hour, shall be sent to each shareholder at least seven days before the meeting date.
 4. **Quorum:** A quorum for any shareholders' meeting shall consist of 50% plus one of the voting shares. A majority vote of the shareholders present at a meeting with a quorum is required to make decisions, except as provided otherwise by law or these bylaws.
 5. **Voting Rights:** Each shareholder is entitled to one vote per share on each matter submitted to a vote of shareholders.
 6. **Proxies:** Shareholders may vote by proxy. All proxies must be in writing and signed by the shareholder or their authorized representative.
-

Article III: Board of Directors

1. **General Powers:** The business and affairs of the corporation shall be managed by the Board of Directors.
2. **Number and Tenure:** The Board of Directors shall consist of three directors. Directors shall be elected at the annual shareholders' meeting and serve until the next annual meeting or until their successors are elected.
3. **Regular Meetings:** The Board of Directors shall hold regular meetings at a time and place determined by the Board. No notice is required for regular meetings.

4. **Special Meetings:** Special meetings of the Board may be called by the President or directors. Notice must be given to each director at least seven days before the meeting.
 5. **Quorum:** A quorum for a meeting of the Board of Directors shall be a majority of the directors. A majority vote is required for decisions unless otherwise provided by law or these bylaws.
 6. **Vacancies:** Any vacancy on the Board may be filled by the remaining directors. A director elected to fill a vacancy shall serve until the next election.
 7. **Compensation:** Directors may receive reasonable compensation for their services and reimbursement for expenses incurred. Compensation should align with market rates for similar board services.
 8. **Shareholder Agreement:** Any substantial changes, such as a sale of the company, shall require unanimous board and shareholder consent to ensure all founders' interests are protected in significant decisions.
-

Article IV: Officers

1. **Officers:** The officers of the corporation shall include:
 - **Chief Data Officer (CDO):** Responsible for overseeing data management, analysis, and research initiatives to support the company's trading algorithms and broader business objectives.
 - **Duties:**
 - Direct data collection, analysis, and interpretation for actionable insights.
 - Collaborate with the CTO on integrating data streams and analysis into the program.
 - Lead research on market trends, trading signals, machine learning, and data models.
 - Ensure data security, compliance, and accuracy.
 - Report on data-related metrics to inform strategic decisions.
 - **Chief Technical Officer (CTO):** Oversees technological infrastructure and software development for the company's trading programs, ensuring technological support aligns with operational and growth needs.
 - **Duties:**
 - Lead the development, testing, and maintenance of software platforms.

- Manage technical infrastructure, including API integrations and system architecture.
 - Collaborate with the CDO on data-driven strategy implementation.
 - Implement cybersecurity measures.
 - Evaluate and integrate new technologies to enhance efficiency and scalability.
 - **Chief Operations Officer (COO):** Manages daily operations, compliance, and coordination of company strategies. As the chief investment officer, the COO has the final say on all investment choices.
 - **Duties:**
 - Handle all administrative, financial, and regulatory aspects of operations.
 - Ensure compliance with federal, state, and industry regulations.
 - Oversee company-wide policies and procedures.
 - Coordinate with the CTO and CDO to align technical and data initiatives with operational goals.
 - Lead strategic partnerships, financial planning, and resource allocation.
 - **Collaboration and Decision-Making:** The CDO, CTO, and COO shall collaborate on major initiatives, particularly those impacting multiple areas of expertise. Each officer has authority within their domain but must seek consensus for significant decisions impacting the company's direction, budget, or strategic assets.
2. **Election and Term of Office:** Officers shall be elected by the Board of Directors at the annual meeting of the Board and serve a one-year term or until successors are elected.
 3. **Removal:** Any officer elected by the Board may be removed by a majority vote whenever it is in the corporation's best interest.
 4. **Vacancies:** A vacancy in any office shall be filled by the Board of Directors for the unexpired portion of the term.

Article V: Shares of Stock

1. **Issuance of Shares:** Shares of stock may be issued as approved by the Board of Directors. The Board has the authority to set the price and terms for stock issuance.

2. **Certificates for Shares:** Shares may be represented by certificates or held electronically. Each certificate shall contain the corporation's name, shareholder's name, and number of shares issued.
 3. **Transfer of Shares:** Shares may be transferred upon the corporation's books by the holder or their representative, with a properly endorsed certificate or transfer authorization.
 4. **Restrictions on Transfer:** To maintain S Corporation status, any transfer of shares must be offered to the corporation or other shareholders first, as a "Right of First Refusal," before they are offered to an outside party.
-

Article VI: Distributions and Dividends

1. **Distributions:** Distributions to shareholders shall be made as determined by the Board of Directors in compliance with state and federal law.
 2. **Dividends:** The Board of Directors may declare dividends at its discretion, subject to the corporation's financial position and compliance with S Corporation rules.
-

Article VII: Fiscal Year

The fiscal year of the corporation shall be the calendar year unless otherwise determined by the Board of Directors.

Article VIII: Amendments

These bylaws may be amended or repealed by the Board of Directors or by the shareholders at any regular or special meeting. Amendments require a majority vote of the Board or shareholders, as applicable.

Article IX: Indemnification

The corporation shall indemnify its directors, officers, and agents against liabilities incurred in the performance of their duties to the fullest extent permitted by Virginia law.

Article X: Miscellaneous Provisions

1. **Corporate Records:** The corporation shall keep accurate and complete records of its business and affairs at its principal office.
2. **Corporate Seal:** The Board of Directors may adopt a corporate seal for the corporation, though it is not required for the validity of documents.

3. **Right of Inspection:** Shareholders have the right to inspect the corporation's records at reasonable times, upon prior written request, to ensure transparency.
4. **Intellectual Property:** Any intellectual property, including proprietary algorithms, data models, and software developed by officers and employees on behalf of the corporation, is owned by the corporation.
5. **Conflict Resolution:** In case of internal disputes, the corporation shall first seek mediation or arbitration before pursuing litigation to avoid prolonged legal battles.

Adoption of Bylaws

These bylaws are hereby adopted by the Board of Directors of Midas Technologies Inc. on this November 11th 2024.

Signatures:

Chief Operations Officer

Chief Technical Officer

Chief Data Officer
