

# **BYLAWS OF CONTROLSYNC SOLUTIONS, INC.**

## **ARTICLE I: CORPORATE ORGANIZATION**

### **1.1 Corporate Name and Purpose**

ControlSync Solutions, Inc. (the "Corporation") is a Texas corporation organized under the Texas Business Organizations Code. The Corporation's primary purpose is to develop, market, and provide enterprise software solutions for industrial automation and operational intelligence.

### **1.2 Principal Office**

The principal office of the Corporation shall be located at 7500 Tech Center Drive, Suite 300, Austin, Texas 78758. The Board of Directors may change the location of the principal office by majority vote.

## **ARTICLE II: SHAREHOLDERS**

### **2.1 Annual Meetings**

The annual meeting of shareholders shall be held on the third Wednesday of March each year, or at such time and place as determined by the Board of Directors.

### **2.2 Special Meetings**

Special meetings of shareholders may be called by the President, Board Chair, or shareholders holding not less than 20% of the Corporation's outstanding voting shares.

### **2.3 Voting Rights**

Each outstanding share shall be entitled to one vote on matters submitted to a shareholder vote. Cumulative voting is not permitted for the election of directors.

## **ARTICLE III: BOARD OF DIRECTORS**

### **3.1 Board Composition**

The Board of Directors shall consist of five (5) members, with initial directors elected at the organizational meeting and subsequently elected at annual shareholder meetings.

### **3.2 Director Qualifications**

Directors must be natural persons of legal age, with at least two directors possessing demonstrable experience in technology, software development, or industrial automation sectors.

### **3.3 Term of Office**

Directors shall serve one-year terms, with elections conducted annually at the shareholders' meeting. No director may serve more than six consecutive years.

## **ARTICLE IV: OFFICERS**

### **4.1 Executive Officers**

The Corporation shall maintain the following executive officers: - President and Chief Executive Officer - Chief Financial Officer - Chief Technology Officer - Secretary

### **4.2 Officer Responsibilities**

Each officer shall have such powers and duties as typically associated with their respective positions and as specifically designated by the Board of Directors.

### **4.3 Compensation**

Officer compensation shall be determined by the Board of Directors, considering market rates and the Corporation's financial performance.

## **ARTICLE V: FINANCIAL PROVISIONS**

### **5.1 Fiscal Year**

The fiscal year of the Corporation shall commence on January 1 and end on December 31 of each calendar year.

### **5.2 Financial Records**

The Corporation shall maintain accurate financial records in accordance with generally accepted accounting principles (GAAP).

### **5.3 Dividend Policy**

Dividends may be declared by the Board of Directors from legally available funds, subject to the Corporation's financial condition and strategic objectives.

## **ARTICLE VI: AMENDMENT PROCEDURES**

### **6.1 Bylaw Amendments**

These bylaws may be amended, altered, or repealed by a majority vote of the Board of Directors, provided that: - Written notice of proposed amendments is provided to all directors at least ten (10) days prior to the meeting - Amendments do not conflict with the Corporation's Articles of Incorporation - Certain fundamental changes require shareholder approval

## **ARTICLE VII: INDEMNIFICATION**

### **7.1 Director and Officer Indemnification**

The Corporation shall indemnify directors and officers to the fullest extent permitted by Texas law, including advancement of expenses and legal representation.

## **ARTICLE VIII: MISCELLANEOUS PROVISIONS**

### **8.1 Conflict of Interest**

Directors and officers must disclose any potential conflicts of interest and shall not participate in decisions directly affecting their personal financial interests.

### **8.2 Confidentiality**

All directors, officers, and employees shall maintain the confidentiality of corporate information and trade secrets.

## **SIGNATURE BLOCK**

ADOPTED this 1st day of January, 2023.

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Elena Rodriguez President and CEO

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Michael Chen Secretary

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Board Chair Signature

*[Corporate Seal]*