

# BYLAWS OF SEF LABS, INC.

**State of Incorporation:** Wyoming

**Effective Date:** December 1, 2025

These Bylaws govern the operation and management of SEF Labs, Inc., a Wyoming C-Corporation (the “Corporation”).

## ARTICLE I — PURPOSE AND STATUS

**1.1 Purpose.** The Corporation may engage in any lawful business purpose permitted under Wyoming law.

**1.2 Qualification for QSBS.** The Corporation intends to operate in a manner qualifying shares held by eligible shareholders for treatment as Qualified Small Business Stock under IRC §1202.

**1.3 Principal Office.** As established in the Articles of Incorporation; the Corporation may maintain additional offices as determined by the Board.

## ARTICLE II — SHARE STRUCTURE AND AUTHORITY

**2.1 Authorized Shares.** The Corporation is authorized to issue 10,000,000 shares of Common Stock, par value \$0.0001 per share.

**2.2 Issuance of Shares.** All issuances of shares must be authorized by the Board. Compensation, intellectual property assignments, services rendered, or other consideration may serve as payment.

**2.3 Founder Shares.** The Founder, Shane Fitch, shall be issued 5,000,000 shares of Common Stock.

**2.4 Stock Certificates.** The Corporation may issue electronic or paper certificates. Absence of certificates does not impair ownership.

**2.5 Transfer Restrictions.** No shareholder may transfer shares without first offering such shares to the Corporation for purchase on identical terms (“Right of First Refusal”).

## ARTICLE III — BOARD OF DIRECTORS

3.1 **Powers.** The Board shall oversee all corporate affairs, management, major transactions, strategic decisions, governance, capital structure, and oversight of officers.

3.2 **Initial Director.** The sole initial Director is Shane Fitch.

3.3 **Number of Directors.** The Board shall consist of one (1) director unless changed by resolution.

3.4 **Director Terms.** Each Director serves until resignation, removal, or replacement.

3.5 **Vacancies.** Any vacancy may be filled by resolution of the Board.

3.6 **Meetings.** Meetings (including virtual) may be held at any time. Written consent may replace meetings.

3.7 **Quorum.** For a single-director board, the Director constitutes quorum.

3.8 **Indemnification.** Directors shall be indemnified to the fullest extent permitted by law.

3.9 **Compensation.** The Board may establish compensation for Directors.

## ARTICLE IV — OFFICERS

4.1 **Required Officers.** At minimum, the Corporation shall have:

- President
- Secretary
- Treasurer

The same person may hold multiple offices.

4.2 **Initial Officers.**

- President & CEO: Shane Fitch
- Secretary: Shane Fitch
- Treasurer: Shane Fitch

4.3 **Authority.** Officers may execute contracts, issue shares, bind the Corporation, and perform duties customary to their role.

4.4 **Removal.** Officers may be removed by Board resolution.

## ARTICLE V — SHAREHOLDER MEETINGS

5.1 **Annual Meeting.** Shall occur each calendar year or may be waived via written consent.

5.2 **Special Meetings.** May be called by the Board or a shareholder holding at least 50% of the votes.

5.3 **Voting.** Each share shall have one vote.

5.4 **Quorum.** A majority of voting shares shall constitute a quorum.

5.5 **Action Without Meeting.** Written consents signed by shareholders representing majority ownership shall constitute valid action.

## ARTICLE VI — EQUITY, CAP TABLE, AND OPTIONS

6.1 **Stock Ledger.** The Corporation shall maintain an accurate ledger of issued shares.

6.2 **Accounting for Option Pool.** The Board may reserve shares for an equity incentive pool without amending these Bylaws.

6.3 **No Vesting Required.** Founder shares are fully vested at issuance.

## ARTICLE VII — IP AND ASSIGNMENTS

7.1 **Corporate Ownership of IP.** All intellectual property developed on behalf of the Corporation or using Corporation assets belongs exclusively to the Corporation.

7.2 **Automatic Assignment.** Each officer, employee, or contractor must execute IP and proprietary rights agreements as a condition of involvement.

7.3 **Confidentiality.** All members of the Corporation (officers, directors, agents, contractors) are bound by confidentiality obligations.

## ARTICLE VIII — MAJOR TRANSACTIONS

8.1 **Board Approval Required.** The following actions require Board authorization:

- Equity financings or capital raises
- Debt issuance
- Mergers, acquisitions, asset sales
- Dissolution
- Issuance of additional shares or classes
- Option plans or option issuances
- Major contracts exceeding \$50,000 in value

## ARTICLE IX — BANKING & FINANCE

9.1 **Bank Accounts.** The Treasurer may open accounts and manage funds.

9.2 **Payments.** All financial obligations shall be executed by the Treasurer.

## **ARTICLE X — RECORDS**

10.1 **Corporate Records.** The Corporation shall maintain:

- Articles of Incorporation
- Bylaws
- Minutes
- Stock Ledger
- Cap Table
- Financial Statements

10.2 **Inspection.** Shareholders may inspect records upon reasonable request.

## **ARTICLE XI — AMENDMENTS**

11.1 **Board Amendment.** These Bylaws may be amended by Board resolution.

11.2 **Shareholder Amendment.** Shareholders holding >50% of shares may amend by written consent.

## **ADOPTION**

These Bylaws are adopted as of the Effective Date by the undersigned, acting as the sole Director.

**Signed:** /s/ Shane Fitch

Name: Shane Fitch

Title: Sole Director & President

Date: December 1, 2025