

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