

**AMENDED AND RESTATED
BYLAWS OF
ORBIT AI TECHNOLOGIES
CORPORATION**

(A Kentucky Business Corporation)

EXPANDED GOVERNANCE EDITION

Prepared from the existing approved base bylaws supplied by the Corporation

Adoption Date: _____

Effective Date: _____

Corporate Governance Record - Institutional Comprehensive Tier

Original approved provisions are preserved. Supplemental provisions require formal adoption before they should be treated as operative bylaw

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PREAMBLE

These Amended and Restated Bylaws are adopted for the internal regulation, administration, and management of the affairs of Orbit AI Technologies Corporation (the "Corporation"), a commercial entity organized and existing under the statutory provisions of the Kentucky Business Corporation Act. These Bylaws shall interpretively govern all corporate powers, equity structures, capital allocations, financial repositories, intellectual property assets, and officer jurisdictions.

The provisions appearing in Articles I through IX below reproduce the existing approved base bylaws supplied by the Corporation. Articles X through XXIX and the attached governance schedules expand the internal governance framework. The supplemental provisions are intended to be read consistently with the Articles of Incorporation, the approved base provisions, and applicable law. If the Corporation has not yet formally adopted this expanded edition, the supplemental provisions are a proposed restatement and should not be represented as having already been approved.

Nothing in this document substitutes for advice from qualified Kentucky corporate counsel, tax professionals, securities counsel, privacy counsel, or other advisers where specialized review is appropriate. Where a provision refers to applicable law, the mandatory legal requirement controls over any inconsistent internal procedure.

ARTICLE I

OFFICES AND PRINCIPAL OPERATIONS

Section 1.1 - Principal Executive Office

The Board of Directors shall fix the location of the principal executive office of the Corporation at any place within or outside the Commonwealth of Kentucky. The initial principal office address is designated as P.O. Box 22193, Lexington, Kentucky 40502.

Section 1.2 - Registered Office and Agent

The Corporation shall continuously maintain a registered office and a designated registered agent inside the Commonwealth of Kentucky as legally required. To preserve absolute data privacy, the address of the initial registered office and the identity of the initial registered agent shall correspond precisely with the official selections executed and maintained on file with the Kentucky Secretary of State, and are incorporated herein by reference.

Section 1.3 - Branch and Subordinate Offices

The Board of Directors may at any time establish branch, subordinate, remote, or cloud-based engineering workspaces at any place or places globally where commercial technology deployment requires organizational infrastructure.

Section 1.4 - Remote Operations and Distributed Work

The Corporation may conduct all or part of its operations through remote or distributed working arrangements. Nothing in these Bylaws shall require the Corporation to maintain a physical footprint except to the extent explicitly mandated by applicable statutory provisions.

ARTICLE II

SHAREHOLDERS AND EQUITY MATTERS

Section 2.1 - Shareholder Voting Control

A shareholder is any person or entity recognized in the Corporation's official stock ledger as the lawful holder of outstanding shares. William Stephen Huffman is recognized as the Sole Founding Shareholder holding 100% of the issued voting equity.

Section 2.2 - Annual Meetings

An annual meeting of shareholders shall be held at a date and time determined by the Board of Directors for the transaction of such other business as may properly come before the shareholders.

Section 2.3 - Special Meetings

Special meetings of shareholders may be called by the Board of Directors, the Chairman, or any other person authorized under the Articles of Incorporation.

Section 2.4 - Place of Meetings

Meetings of shareholders may be held at the principal office of the Corporation, or through electronic, video, or other remote communications technology as permitted by law.

Section 2.5 - Action by Written Consent

Any action required or permitted to be taken by the shareholders may be executed instantly without a meeting, without prior notice, and without a formal vote, if a consent in writing setting forth the action so taken is signed by the holder of the outstanding shares. As the 100% shareholder, William Stephen Huffman retains sole executionary power over all shareholder consents.

Section 2.6 - Record Date

The Board may establish a record date for determining shareholders entitled to receive notice of a meeting, vote, receive distributions, or participate in another corporate action.

Section 2.7 - Quorum and Voting

A quorum for shareholder action shall consist of a majority of the shares entitled to vote. When a quorum exists, action shall be approved by the affirmative vote required under applicable law.

Section 2.8 - Inspection Rights

Shareholders shall have access to corporate records to the extent provided by applicable law. The Corporation may establish reasonable procedures governing requests for inspection, confidentiality, and scheduling.

ARTICLE III THE BOARD OF DIRECTORS

Section 3.1 - Powers (Modeled Post Apple Inc. Framework)

Subject to the provisions of the Kentucky Business Corporation Act and any limitations within the Articles of Incorporation, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors. The Board may delegate day-to-day software operations to executive officers but retains ultimate statutory direction.

Section 3.2 - Number of Directors

The number of directors constituting the Board of Directors shall be one (1). The exact number of directors shall remain one (1) until changed by a formal amendment to this Section duly executed by the shareholder.

Section 3.3 - Chairman of the Board

William Stephen Huffman is hereby designated and appointed as the Chairman of the Board of Directors. The Chairman shall preside over all corporate vision sessions, board mandates, and hold the primary deciding vote on long-term corporate asset strategies.

Section 3.4 - Regular and Special Meetings of the Board

The Board may establish a schedule of regular meetings. Special meetings of the Board may be called by the Chair of the Board or the President.

Section 3.5 - Quorum and Board Voting

The sole fixed director shall constitute a quorum for the transaction of business. Board action shall require the affirmative vote or signature of the sole director on file.

Section 3.6 - Action Without Meeting

The Board may act without holding a meeting when the action is authorized through the written or electronic consent procedure permitted by law. Any such consent shall be maintained with the permanent corporate records.

Section 3.7 - Reliance on Experts

The director may rely on officers, employees, legal counsel, accountants, financial advisers, or technical specialists when such reliance is permitted under applicable law.

ARTICLE IV CORPORATE OFFICERS

Section 4.1 - Appointment of Executive Officers

The Board of Directors shall appoint the Executive Officers of the Corporation to run day-to-day commercial strategy. The initial executive slate is designated as follows:

1. Chairman of the Board and Chief Executive Officer (CEO): William Stephen Huffman.
2. President, Secretary, and Treasurer: Stephen Shawn Huffman.

Section 4.2 - Scope of Chief Executive Officer (CEO)

The CEO shall be the principal executive officer of the Corporation. Subject to the Board's direction, the CEO shall have absolute responsibility, general supervision, and administrative control over the technology architectures, machine learning models, source code repositories, application store deployments, and intellectual property portfolios of the Corporation.

Section 4.3 - Scope of President

The President shall perform the duties assigned by the Board or the CEO. In the execution of commercial agreements requiring specific statutory signing capacity, the President shall act as the authorized executive signatory.

Section 4.4 - Scope of Secretary

The Secretary shall have responsibility for corporate governance records, preparing or preserving minutes of meetings, maintaining the official bylaws, and authenticating permanent corporate records.

Section 4.5 - Scope of Treasurer

The Treasurer shall oversee the financial systems, budgeting processes, financial reporting, and treasury operations of the Corporation.

Section 4.6 - Statutory Capacity and Executionary Protection Clause

Notwithstanding the supreme operational titles designated in Section 4.1 and Section 3.3, because the Chairman and CEO is under the legal age of majority (18) in the Commonwealth of Kentucky, the CEO lacks the independent capacity to contractually execute financial liabilities. All external commercial contracts, corporate bank checking lines, electronic payment gateways, vendor lines of credit, tax filings, and American Express lines of credit must be explicitly co-signed and executed by the adult President (Stephen Shawn Huffman) to be considered legally valid and enforceable against the Corporation's assets.

ARTICLE V

SHARES AND AUTHORIZED CAPITALIZATION

Section 5.1 - Authorized Shares

The total number of shares of stock which the Corporation shall have authority to issue is 1,000 shares of Common Stock.

Section 5.2 - Capital Contribution Distribution

1,000 shares (representing 100% of the voting equity and ownership of the company) are formally issued to William Stephen Huffman in full consideration for the assignment of the source code, design layouts, and operational frameworks of the mobile application engineered by him.

Section 5.3 - Uncertificated and Electronic Shares

The Board may authorize shares to be maintained in uncertificated or electronic form. Ownership shall be determined and verified through the entries inside the Corporation's official stock records.

Section 5.4 - Equity Incentive Plans

The Corporation may establish stock option, restricted stock, or other equity incentive programs through appropriate corporate action if future engineering additions or advisory teams require equity allocation.

ARTICLE VI

CORPORATE CONTRACTS AND FINANCIAL MANAGEMENT

Section 6.1 - Separateness of Corporate Funds

All corporate cash reserves, app store revenue payouts, and business lines of credit shall be maintained in specialized corporate bank accounts completely separated and firewalled from the personal accounts of the officers, directors, or shareholders.

Section 6.2 - Corporate Card Accounts

The Corporation is authorized to establish premium corporate expense lines (such as American Express Platinum or Gold lines). Cards issued under the business entity shall name Orbit AI Technologies Corporation and the designated individual employee on the front of the physical card.

Section 6.3 - Accounting Ledger Retention

The Corporation shall preserve clean, encrypted electronic accounting records, receipts, vendor invoices, and tax document sheets matching all corporate spending files.

Section 6.4 - Fiscal Year

Unless changed by the Board of Directors, the fiscal year of the Corporation shall end on the 31st day of December of each calendar year.

ARTICLE VII

INTELLECTUAL PROPERTY AND TECHNOLOGY ASSETS

Section 7.1 - Ownership of Technology Assets

All software programs, proprietary source codes, object codes, algorithms, machine learning weights, prompts, user interface patterns, API integrations, and developer console accounts associated with the mobile application shall be registered solely to Orbit AI Technologies Corporation as corporate capital assets.

Section 7.2 - Credentials Security

Administrative credentials, production credentials, database keys, security encryption keys, and domain access files shall be managed through strict security protocols controlled by the Corporation.

Section 7.3 - Intellectual Property Assignments

The Corporation shall maintain clear, written assignment agreements governing intellectual property created by founders, employees, or contractors to verify that all assets reside inside the corporate entity.

ARTICLE VIII

CONFIDENTIALITY AND RISK MANAGEMENT

Section 8.1 - Protection of Confidential Information

Every director, officer, employee, and contractor shall protect nonpublic information concerning the Corporation's technology, codebases, financial systems, and business strategies from unauthorized disclosure.

Section 8.2 - Corporate Insurance

The Corporation may purchase and maintain directors' and officers' liability insurance, cyber liability insurance, and general commercial liability insurance appropriate to its technology operations.

Section 8.3 - Indemnification

To the fullest extent permitted by Kentucky law, the Corporation may indemnify individuals serving as directors or officers against liabilities and expenses arising from their authorized service to the entity.

ARTICLE IX

CORPORATE AMENDMENTS AND GENERAL RULES

Section 9.1 - Amendment Rights

These Bylaws may be amended, modified, or completely repealed, and new Bylaws may be adopted, at any time by the affirmative vote or written consent of the sole shareholder or the sole director on file.

Section 9.2 - Severability

If any provision of these Bylaws is determined to be invalid or unenforceable, the remaining provisions shall continue in full force and effect to the fullest extent permitted by law.

ARTICLE X

CORPORATE RECORDS AND DOCUMENT CONTROL

Section 10.1 - Official Corporate Record Book

The Corporation shall maintain a centralized corporate record system containing the charter documents, bylaws, amendments, written consents, minutes, capitalization records, material governance approvals, and other records designated by the Secretary or Board as permanent governance records.

The Secretary may maintain the record book electronically, physically, or in both forms, provided that records can be reproduced in readable form and are protected against unauthorized alteration or loss.

Section 10.2 - Classification of Records

Corporate records may be classified as permanent governance records, legal and compliance records, financial records, tax records, personnel records, technical records, security records, commercial records, or routine operational records.

Management may adopt retention periods by category, but no schedule may authorize destruction of records subject to a legal hold, active investigation, audit, pending dispute, contractual preservation duty, or mandatory statutory retention period.

Section 10.3 - Version Control

The Corporation shall maintain version control for governing documents, policies, material contracts, security procedures, and other documents where historical changes may affect rights, obligations, or operational continuity.

A superseded document should be marked or stored in a manner that prevents accidental use as the current operative version while preserving the historical record when retention is appropriate.

Section 10.4 - Minutes and Written Consents

Minutes and written consents shall identify the action taken, date of action, persons participating or signing, material approvals granted, and any attachments incorporated by reference.

Draft minutes may be prepared from notes or electronic records, but the final corporate record shall be reviewed, authenticated, and preserved by the Secretary or another authorized person.

Section 10.5 - Legal Holds

Upon notice of litigation, investigation, subpoena, audit, security incident, or other event creating a preservation obligation, the Corporation may issue a legal hold suspending ordinary deletion of relevant records.

Persons receiving a legal hold shall preserve covered records and shall not intentionally alter, conceal, or destroy them until the hold is released by authorized legal or corporate personnel.

Section 10.6 - Record Access Controls

Access to corporate records may be limited according to role, sensitivity, privilege, confidentiality, cybersecurity risk, and legal entitlement.

The fact that a record exists does not grant every employee, contractor, officer, or adviser a right to access it; access shall be based on legitimate corporate need and applicable law.

Section 10.7 - Backups and Continuity

Critical corporate records shall be backed up using systems reasonably designed to support restoration after accidental deletion, device loss, service outage, malicious activity, or other disruption.

Backup credentials and recovery procedures shall be protected as sensitive security information and periodically tested at a frequency appropriate to the importance of the underlying records.

Section 10.8 - Destruction of Records

When a record has reached the end of its approved retention period and is not subject to a hold or continuing business need, it may be securely destroyed or deleted.

Destruction methods should be appropriate to the sensitivity of the information and should reduce the risk that confidential or regulated information can be reconstructed or improperly accessed.

ARTICLE XI

TREASURY, BANKING, AND INTERNAL FINANCIAL CONTROLS

Section 11.1 - Banking Relationships

The Corporation may establish deposit, payment, merchant, treasury, brokerage, or other financial accounts in the corporate name as authorized by the Board or an officer acting within delegated authority.

No account should be intentionally titled in a manner that obscures corporate ownership, and authorized users shall comply with applicable bank procedures, identity verification requirements, and internal access controls.

Section 11.2 - Authorized Signers

The Board may designate one or more authorized signers for bank accounts, payment processors, merchant platforms, and treasury systems, subject to any limitations contained in the approved base bylaws.

The Corporation may use dual approval, transaction limits, role separation, or other controls for high-value transfers, changes to banking credentials, new payees, or other elevated-risk financial actions.

Section 11.3 - Cash Management

Management shall maintain reasonable procedures for monitoring cash balances, expected inflows, scheduled obligations, reserves, and material liquidity risks.

Cash forecasting may be performed through internal models or financial software, but material assumptions should be reviewable and significant discrepancies should be escalated to the Treasurer or Board.

Section 11.4 - Payment Controls

Outgoing payments shall be supported by a legitimate corporate purpose and sufficient documentation appropriate to the amount and nature of the transaction.

The Corporation may require purchase orders, invoices, contracts, receipts, approvals, or other evidence before payment and may establish higher approval thresholds for unusual, related-party, international, or non-routine transactions.

Section 11.5 - Reconciliation

Corporate bank, card, merchant, and payment accounts should be reconciled to the accounting records on a regular basis appropriate to transaction volume and risk.

Unexplained differences, duplicate charges, unauthorized transfers, or suspicious activity shall be investigated and, when appropriate, disputed or reported promptly.

Section 11.6 - Restricted Funds

Funds subject to contractual, legal, customer, tax, escrow, or other restrictions shall be identified and administered consistently with the applicable restriction.

Restricted funds shall not knowingly be treated as freely available operating cash when doing so would violate a binding obligation or create a misleading financial presentation.

Section 11.7 - Financial Credentials

Banking credentials, recovery codes, card controls, payment processor keys, and treasury authentication devices shall be treated as highly sensitive corporate security assets.

Access should be limited to designated persons, protected by strong authentication where available, and promptly changed or revoked when continued access is no longer appropriate.

Section 11.8 - Fraud Prevention

The Corporation may implement controls reasonably designed to detect impersonation, invoice fraud, account takeover, unauthorized payment requests, social engineering, and other financial abuse.

Unusual requests involving changed wire instructions, urgent secrecy, new counterparties, or unexpected payment destinations should receive independent verification before release of funds.

ARTICLE XII

BUDGETING, PROCUREMENT, AND EXPENSE ADMINISTRATION

Section 12.1 - Operating Budget

Management may prepare periodic operating budgets covering expected revenue, personnel, infrastructure, software, marketing, professional services, taxes, capital expenditures, and other material categories.

Budgets are management tools rather than guarantees and may be revised as circumstances change; however, material departures may be escalated for Board review when required by policy or delegated authority.

Section 12.2 - Procurement Standards

Goods and services shall be purchased for legitimate corporate purposes on terms management reasonably believes to be appropriate for the Corporation.

For material commitments, the Corporation may compare vendors, review security and privacy terms, evaluate service reliability, and document the business justification for selection.

Section 12.3 - Purchase Approval Thresholds

The Board or Chief Executive Officer may establish monetary thresholds governing which officers or employees may approve purchases, subscriptions, capital expenditures, and contractual commitments.

Splitting a transaction into smaller components for the purpose of evading an approval threshold is prohibited.

Section 12.4 - Subscriptions and Recurring Services

Recurring software and service subscriptions should have an identified owner, business purpose, billing method, renewal status, and cancellation path where commercially practical.

Management may periodically review recurring services to eliminate duplicate, unused, insecure, or uneconomic subscriptions.

Section 12.5 - Expense Reimbursement

An officer, employee, or authorized contractor may request reimbursement for reasonable expenses personally incurred for the Corporation when supported by appropriate documentation.

The reimbursement process may require the date, vendor, amount, business purpose, receipt, project or department, and confirmation that the expense has not been reimbursed elsewhere.

Section 12.6 - Travel and Entertainment

Business travel, meals, lodging, transportation, and entertainment may be reimbursed or paid by the Corporation when reasonably related to corporate business and consistent with applicable tax and expense policies.

Luxury, mixed-use, personal, or unusual expenditures may be subject to heightened review and shall not be represented as deductible or reimbursable merely because a corporate payment method was used.

Section 12.7 - Corporate Cards

Corporate cards may be issued to designated individuals subject to limits, merchant controls, receipt requirements, and revocation at any time.

Cardholders shall not intentionally use corporate cards for personal expenditures; accidental personal charges shall be promptly reported and corrected through an approved accounting method.

Section 12.8 - Vendor Onboarding

Before onboarding material vendors, the Corporation may collect tax forms, payment information, ownership or contact details, security documentation, insurance evidence, and other information reasonably needed for the relationship. Vendor information shall be protected according to its sensitivity and access shall be limited to personnel with a legitimate business need.

ARTICLE XIII

CONTRACTS, DELEGATIONS, AND SIGNATURE AUTHORITY

Section 13.1 - Authority to Bind the Corporation

No person may intentionally bind the Corporation to a material obligation unless that person has actual authority arising from these Bylaws, a Board action, officer authority, or a written delegation.

Third-party assumptions about authority do not expand internal authority, and employees or contractors shall not knowingly represent that they possess approval rights they do not have.

Section 13.2 - Delegation of Authority

The Board or Chief Executive Officer may adopt a delegation matrix defining approval limits for contracts, purchases, hiring, payments, settlements, discounts, refunds, technology access, and other actions.

Delegations may be limited by amount, duration, business unit, transaction type, geography, or counterparty and may be revoked or modified at any time.

Section 13.3 - Contract Review

Material contracts should receive business, financial, technical, security, privacy, and legal review appropriate to the nature and risk of the agreement.

Review should focus on obligations that can materially affect the Corporation, including payment terms, renewals, termination rights, indemnities, liability limits, intellectual property, data use, confidentiality, service levels, audit rights, and governing law.

Section 13.4 - Electronic Agreements

The Corporation may enter electronic contracts and may accept click-through, platform, marketplace, developer, or online terms when an authorized person determines that acceptance is appropriate.

Material online terms should be captured or archived when practical so the Corporation can later identify the version accepted and the obligations created.

Section 13.5 - Contract Repository

Executed material agreements should be stored in a controlled repository with searchable information regarding counterparty, owner, effective date, renewal date, termination notice period, payment obligations, and material restrictions.

The business owner of a contract should monitor material deadlines and notify appropriate personnel of renewals, termination windows, price changes, or compliance obligations.

Section 13.6 - Signature Methods

Signatures may be handwritten, electronic, platform-based, or otherwise legally recognized, subject to applicable law and the approved authority of the signer.

The Corporation may adopt approved electronic signature providers and identity verification methods for higher risk transactions.

Section 13.7 - Counterparty Verification

Before entering significant transactions, the Corporation may verify the identity, legal name, authority, payment details, and other material information of a counterparty.

Heightened verification may be required where fraud risk, sanctions risk, unusual payment instructions, or significant financial exposure is present.

Section 13.8 - Unauthorized Commitments

If a person enters an agreement without required internal authority, management shall promptly assess whether the Corporation is legally bound and determine whether to ratify, reject, renegotiate, or otherwise address the commitment.

The Corporation may take disciplinary, access-control, or process measures to prevent recurrence while preserving any rights against the person or counterparty involved.

ARTICLE XIV

PERSONNEL, CONTRACTORS, COMPENSATION, AND EQUITY ADMINISTRATION

Section 14.1 - Employment Authority

The Corporation may hire, assign, promote, discipline, and separate employees through officers or managers acting within delegated authority and applicable law.

Employment terms should be documented through offer letters, policies, compensation records, or other appropriate instruments and shall not be inferred from these Bylaws alone.

Section 14.2 - Independent Contractors

Contractors and consultants may be engaged for defined services under written agreements addressing scope, compensation, confidentiality, intellectual property, security, and other material terms.

The Corporation should classify workers based on applicable legal standards and shall not rely solely on the title used in an agreement to determine status.

Section 14.3 - Compensation Administration

Compensation may include salary, hourly pay, bonuses, commissions, stipends, benefits, equity awards, or other forms approved through applicable corporate procedures.

Compensation decisions shall be documented sufficiently to support payroll, tax, accounting, and governance requirements and may be subject to budget or Board approval thresholds.

Section 14.4 - Equity Awards

Any stock option, restricted stock, restricted stock unit, warrant, or similar award must be authorized under applicable corporate documents and evidenced by appropriate grant documentation.

No verbal promise, job title, advisory role, or informal message shall by itself create an equity interest unless the required corporate approvals and issuance steps have occurred.

Section 14.5 - Confidentiality and Invention Assignment

Personnel and contractors with access to sensitive information or who create intellectual property for the Corporation may be required to execute confidentiality, invention assignment, work-made-for-hire, or similar agreements.

Such agreements should be executed at or before the relevant engagement when practical and retained in the corporate records.

Section 14.6 - Access Provisioning and Offboarding

System access shall be provisioned according to role and business need and reviewed when responsibilities change.

Upon separation or end of engagement, the Corporation should promptly revoke unnecessary access, recover corporate property, preserve required records, and remind the departing person of continuing obligations.

Section 14.7 - Personnel Records

Personnel records shall be maintained with appropriate confidentiality and access restrictions and shall include records reasonably necessary for payroll, benefits, performance, compliance, and corporate administration.

Sensitive personnel information shall not be broadly distributed merely because an individual works for the Corporation.

Section 14.8 - Workplace Policies

Management may adopt policies concerning conduct, remote work, security, acceptable use, expense reimbursement, leave, communications, anti-harassment, conflicts, and other workplace matters.

Policies may be updated as the Corporation grows and do not amend these Bylaws unless formally adopted as a bylaw amendment.

ARTICLE XV

INTELLECTUAL PROPERTY ADMINISTRATION, LICENSING, AND OPEN SOURCE

Section 15.1 - IP Inventory

The Corporation should maintain an inventory of material intellectual property, including code repositories, trademarks, domains, patents, inventions, proprietary datasets, model assets, designs, documentation, and material licenses.

The inventory may identify ownership, creator, repository, registration status, renewal requirements, license restrictions, and responsible business owner.

Section 15.2 - Chain of Title

The Corporation shall use reasonable procedures to document how material intellectual property was created, acquired, assigned, licensed, or transferred.

Where ownership depends on an assignment from a founder, employee, contractor, vendor, or other party, the executed assignment should be preserved with the corporate records.

Section 15.3 - Open Source Software

The Corporation may use open source software subject to review appropriate to the license and intended use.

Management may establish controls for copyleft obligations, attribution, source disclosure, notices, export restrictions, security vulnerabilities, and compatibility with proprietary distribution.

Section 15.4 - Third-Party Licenses

Third-party software, data, models, content, APIs, and other licensed materials shall be used within the scope of the applicable license or terms.

The Corporation should not knowingly exceed usage rights, remove required notices, or represent licensed third party material as exclusively owned by the Corporation.

Section 15.5 - Trademarks and Brand Assets

The Corporation may register, maintain, license, and enforce trademarks, service marks, logos, product names, domain names, and associated brand assets.

Brand usage guidelines may be adopted to reduce confusion, protect quality, and preserve consistency across products, marketing, partnerships, and third-party uses.

Section 15.6 - Patent and Invention Review

Management may evaluate inventions for patent filing, defensive publication, trade secret protection, or other treatment based on commercial value, cost, disclosure risk, and strategic relevance.

No employee or contractor shall publicly disclose a potentially patentable invention contrary to an established review process when doing so could materially impair corporate rights.

Section 15.7 - Trade Secrets

Information designated or reasonably understood as a trade secret shall be protected using access, confidentiality, technical, and contractual controls proportionate to its value and sensitivity.

Trade secret protection may include limited access, logging, compartmentalization, encryption, contractual restrictions, and controlled disclosure.

Section 15.8 - IP Enforcement and Disputes

The Corporation may investigate suspected infringement, misuse, unauthorized disclosure, or ownership disputes involving its intellectual property.

Management may seek licenses, settlements, takedowns, technical restrictions, litigation, or other remedies as authorized and appropriate to protect corporate assets.

ARTICLE XVI

DATA GOVERNANCE, PRIVACY, CYBERSECURITY, AND ACCESS CONTROL

Section 16.1 - Data Governance Program

The Corporation may maintain a data governance program defining ownership, classification, permitted use, retention, deletion, access, and security expectations for data handled by the Corporation.

Data should be collected, used, and retained in a manner reasonably aligned with product needs, contractual commitments, applicable law, and published representations.

Section 16.2 - Data Classification

Information may be classified according to sensitivity, including public, internal, confidential, restricted, security sensitive, privileged, or other categories adopted by policy.

Controls may vary by classification, and more sensitive information should receive stronger restrictions on access, sharing, storage, export, and retention.

Section 16.3 - Identity and Access Management

Access to systems, repositories, cloud environments, administrative consoles, payment systems, and sensitive data shall be based on legitimate business need and least-privilege principles where practical.

Strong authentication, role-based permissions, access reviews, credential rotation, and rapid revocation may be used for elevated-risk systems.

Section 16.4 - Security Logging

The Corporation may log authentication, administrative changes, production access, security events, transaction approvals, and other activity where logging supports security, reliability, compliance, or investigation.

Logs shall be protected against unauthorized alteration and retained for periods appropriate to their purpose, sensitivity, and cost.

Section 16.5 - Vulnerability Management

The Corporation may operate processes for identifying, prioritizing, remediating, and validating vulnerabilities in software, infrastructure, dependencies, devices, and services.

Severity, exploitability, exposure, user impact, and compensating controls may be considered when determining remediation priority.

Section 16.6 - Security Incidents

Suspected security incidents shall be reported through designated channels and may trigger containment, investigation, credential rotation, preservation, user communication, regulatory assessment, and remediation.

The Corporation may establish incident severity levels and response responsibilities so that urgent events receive rapid executive and technical attention.

Section 16.7 - Privacy Administration

The Corporation may maintain privacy notices, consent mechanisms, data subject request procedures, vendor terms, and internal controls appropriate to the personal information it processes.

Representations concerning data use, sharing, retention, or deletion should be reviewed for consistency with actual product and operational practices.

Section 16.8 - Vendor Security

Material service providers handling sensitive data or critical systems may be subject to security, privacy, reliability, and contractual review.

The depth of review may reflect the amount and sensitivity of data, criticality of the service, access level, geographic exposure, and availability of alternative controls.

Section 16.9 - Encryption and Secrets

Sensitive data and credentials should be encrypted in transit and at rest where appropriate and technically feasible.

Secrets such as API keys, signing keys, recovery codes, and production credentials should not be intentionally embedded in public repositories, client applications, or unsecured documents.

Section 16.10 - Security Exceptions

A deviation from an established security control may be approved for legitimate business reasons if the risk is documented and accepted by an authorized person.

Exceptions should be time-limited where practical and may require compensating controls or remediation deadlines.

ARTICLE XVII

ARTIFICIAL INTELLIGENCE SYSTEMS AND AGENTIC EXECUTION GOVERNANCE

Section 17.1 - AI Systems Governance

The Corporation may develop, deploy, license, or operate artificial intelligence systems, agentic systems, models, orchestration layers, browser automation, computer-use systems, and related technologies as part of its products and internal operations.

Management may adopt technical and operational controls appropriate to system capability, user impact, transaction risk, data sensitivity, and the degree of autonomous action.

Section 17.2 - Mission Architecture

A Mission may represent a persistent, multi-step objective delegated by a user or authorized business process and may include planning, execution, waiting, monitoring, approvals, verification, recovery, and completion states.

The Corporation may define Mission schemas, state machines, task graphs, evidence requirements, budgets, permissions, and completion criteria through product specifications and internal controls.

Section 17.3 - Agent Roles

The Corporation may use one or more specialized software agents to plan, research, execute, verify, monitor, communicate, or recover within a Mission.

Agent roles and tool access may be dynamically assigned, restricted, suspended, or terminated based on the Mission context and authorization rules.

Section 17.4 - Tool and Browser Access

AI systems may access approved browsers, websites, applications, files, APIs, or computer environments where the user or Corporation has authority to permit such access.

Tool access should be scoped to the task and may be subject to credentials, sandboxing, rate limits, domain restrictions, approval gates, or other controls.

Section 17.5 - Model Routing

The Corporation may route tasks among different models or providers based on capability, reliability, latency, cost, context length, privacy, safety, modality, or other technical considerations.

No single model provider shall be deemed permanently required by these Bylaws, and management may change providers without amending the Bylaws when consistent with applicable contracts and product commitments.

Section 17.6 - Verification

For consequential actions, the Corporation may require independent evidence that the intended outcome occurred before a Mission is marked complete.

Evidence may include confirmation numbers, account state, receipts, emails, API responses, screenshots, transaction records, downloaded files, or other observable signals appropriate to the action.

Section 17.7 - Recovery and Replanning

If an AI action fails, produces uncertain results, encounters a changed interface, or cannot satisfy a constraint, the system may retry, replan, select an alternate tool, request clarification, or escalate for user approval.

Recovery mechanisms should preserve the Mission state and avoid repeating irreversible or chargeable actions without sufficient confirmation.

Section 17.8 - Human Authorization Boundaries

The Corporation may require explicit user authorization before actions designated as sensitive, irreversible, financial, identity-related, legally significant, or otherwise high risk.

Authorization rules may be established at the account, Mission, transaction, merchant, category, amount, or action level.

Section 17.9 - Auditability

Material agent actions may be logged with timestamps, action descriptions, tool usage, approvals, outputs, evidence, and resulting state changes.

Logs may support user transparency, debugging, security, dispute handling, compliance, model evaluation, and product improvement subject to applicable privacy and retention rules.

Section 17.10 - Evaluation and Testing

The Corporation may maintain evaluation suites, simulations, red-team testing, regression testing, benchmark tasks, and staged deployment practices for AI systems.

A capability should not be treated as reliable solely because it succeeds in a demonstration; production readiness may require repeatable performance under representative conditions.

Section 18.1 - User Authority

The Corporation shall design transactional features on the premise that Orbit acts only within authority validly provided by the user or another authorized account holder.

Product interfaces may require users to confirm account ownership, payment authority, transaction parameters, or other permissions before execution.

Section 18.2 - Budgets and Spending Limits

A Mission or account may include a maximum budget, transaction threshold, merchant restriction, category limit, recurring limit, or other financial boundary.

The execution system should treat an applicable hard limit as binding unless the user validly changes the limit through an authorized flow.

Section 18.3 - Approval Gates

A transaction may be designated as pre-approved, approval-required, or prohibited based on amount, merchant, category, refundability, risk, user settings, or other policy conditions.

Approval records should identify the action approved and should not be interpreted as blanket permission for materially different transactions.

Section 18.4 - Payment Credentials

The Corporation may support cards, wallets, tokens, virtual credentials, merchant-specific payment methods, or other approved payment instruments.

Where practical, transaction systems should minimize unnecessary exposure of underlying payment credentials and may use scoped or limited-use payment methods.

Section 18.5 - Purchases

For purchase Missions, the system may research products, compare offers, evaluate constraints, add items to carts, apply approved promotions, present or request approval, execute checkout, and verify the resulting order.

The system should record the amount, merchant, item or service, status, confirmation information, and available evidence when a purchase is executed.

Section 18.6 - Reservations and Bookings

For reservations, the system may search availability, compare terms, select options, enter authorized user details, submit bookings, and verify confirmation.

Cancellation windows, deposits, refundability, required identification, and material restrictions should be surfaced to the user when they materially affect the delegated objective.

Section 18.7 - Returns, Refunds, and Cancellations

Where authorized, the system may initiate or manage cancellations, refunds, returns, exchanges, credits, disputes, or rescheduling.

The system should not represent that a refund or reversal has occurred until appropriate evidence supports that status.

Section 18.8 - Mission Reversal

The Corporation may provide a Mission Rewind or similar capability that attempts to reverse previously executed actions that remain reversible and that the user is authorized to reverse.

Reversal may include cancellation, restoration, deletion, rescheduling, refund requests, or other compensating actions, while clearly identifying actions that cannot be undone.

Section 18.9 - Transaction Evidence

Transactional Missions should preserve appropriate evidence, such as order identifiers, booking references, receipts, cancellation numbers, merchant messages, or account state.

Evidence may be displayed to the user and retained according to applicable recordkeeping, privacy, and product policies.

Section 18.10 - Disputed or Uncertain Outcomes

If a payment or booking outcome is uncertain, the system should avoid duplicate execution until the status is investigated through merchant records, payment records, user accounts, or other available evidence.

The Corporation may pause the Mission, seek user input, or escalate for support when uncertainty cannot be resolved automatically.

ARTICLE XIX

ENTERPRISE RISK, INSURANCE, CLAIMS, AND INCIDENT RESPONSE

Section 19.1 - Enterprise Risk Management

Management may identify and monitor material risks involving technology, security, finance, legal compliance, vendors, users, reputation, operations, personnel, insurance, and strategic dependencies.

Risk treatment may include prevention, mitigation, transfer, acceptance, monitoring, contingency planning, or discontinuation of the relevant activity.

Section 19.2 - Insurance Program

The Corporation may obtain insurance coverage appropriate to its activities, including general liability, cyber, errors and omissions, directors and officers, employment practices, property, workers compensation, or other coverage.

Coverage types, limits, deductibles, exclusions, carriers, and renewal decisions may be reviewed periodically as the Corporation changes.

Section 19.3 - Claims Administration

Potential claims against the Corporation or under its insurance policies should be reported promptly to designated management and, where appropriate, to the applicable insurer.

The Corporation may preserve evidence, limit admissions, coordinate with counsel, and comply with policy notice requirements when handling claims.

Section 19.4 - Incident Severity

Operational and security incidents may be classified according to severity based on user impact, financial impact, data exposure, service disruption, legal obligations, and reputational risk.

Severity classifications may determine escalation timing, executive involvement, communication procedures, and post-incident review requirements.

Section 19.5 - Incident Command

Management may designate an incident commander or response lead with authority to coordinate technical, legal, communications, customer support, vendor, and executive workstreams during a material incident.

The response lead may make temporary operational decisions necessary to contain the incident, subject to applicable authority and later review.

Section 19.6 - Post-Incident Review

Following a material incident, the Corporation may conduct a retrospective identifying root causes, contributing factors, response effectiveness, customer impact, and corrective actions.

Corrective actions should have owners and target dates where appropriate, and repeated control failures may be escalated to the Board.

Section 19.7 - External Communications

Public, customer, regulator, partner, insurer, or media communications concerning a material incident should be coordinated to improve accuracy and consistency.

No person should knowingly provide false or materially misleading incident information on behalf of the Corporation.

Section 19.8 - Risk Acceptance

Where a known risk is not immediately remediated, an authorized officer may document acceptance of the risk and any compensating controls, subject to escalation thresholds established by the Board.

Material or long-term risk acceptance may require Board review when the potential impact exceeds management authority.

ARTICLE XX

CONFLICTS OF INTEREST AND RELATED-PARTY TRANSACTIONS

Section 20.1 - Duty to Disclose

Directors, officers, and other designated personnel should disclose material financial, personal, family, or business interests that could reasonably affect impartial decision-making on behalf of the Corporation.

Disclosure should occur before the Corporation enters the relevant transaction when practical and should identify the nature of the relationship sufficiently for informed review.

Section 20.2 - Related-Party Transactions

Transactions between the Corporation and a director, officer, shareholder, family member, controlled entity, or other related party should be reviewed with heightened attention to fairness, documentation, and applicable law.

The Corporation may require approval by disinterested decision-makers, independent valuation, comparable market terms, or other safeguards appropriate to the transaction.

Section 20.3 - Recusal

A person with a material conflict may be required to abstain from deliberation, approval, negotiation, or access to particular information when recusal is appropriate.

Recusal does not necessarily eliminate the need for disclosure or documentation of the underlying interest.

Section 20.4 - Corporate Opportunities

Directors and officers shall handle business opportunities in a manner consistent with duties imposed by applicable law and shall not knowingly divert corporate opportunities in violation of those duties.

Questions concerning whether an opportunity belongs to the Corporation may be presented to the Board or counsel before personal pursuit.

Section 20.5 - Gifts and Benefits

The Corporation may regulate gifts, travel, entertainment, discounts, favors, referral payments, or other benefits offered by vendors, customers, partners, or prospective counterparties.

Benefits that could reasonably compromise judgment, create an improper appearance, or violate law or contract may be prohibited or require disclosure and approval.

Section 20.6 - Outside Activities

Officers and employees may engage in outside activities to the extent consistent with their duties, confidentiality obligations, employment terms, and conflict policies.

Competing businesses, material vendor relationships, or activities using corporate confidential information may require prior review.

Section 20.7 - Documentation

Material conflict disclosures, recusals, approvals, and related-party determinations should be documented in minutes, written consents, compliance records, or other appropriate records.

Documentation should be sufficient to show the material facts considered and the action taken.

Section 20.8 - Periodic Disclosure

The Corporation may require periodic conflict-of-interest questionnaires or certifications from directors, officers, and designated employees.

ARTICLE XXI

LEGAL, REGULATORY, AND COMPLIANCE ADMINISTRATION

Section 21.1 - Compliance Program

The Corporation may establish a compliance program proportionate to its products, users, transactions, jurisdictions, workforce, and business relationships.

Compliance responsibilities may be assigned to officers, employees, counsel, outside specialists, or committees and may include monitoring, training, audits, certifications, and issue remediation.

Section 21.2 - Regulatory Monitoring

Management may monitor legal and regulatory developments relevant to artificial intelligence, privacy, cybersecurity, consumer protection, payments, employment, taxation, intellectual property, marketing, and other corporate activities.

Material changes may result in product, contract, policy, disclosure, or operational modifications without requiring a bylaw amendment unless governance authority itself must change.

Section 21.3 - Government Filings

Required corporate, tax, licensing, registration, annual report, beneficial ownership, or other governmental filings shall be prepared and submitted by authorized persons.

The Corporation should maintain records sufficient to confirm filing dates, accepted submissions, fees, and material correspondence.

Section 21.4 - Subpoenas and Government Requests

Subpoenas, warrants, civil investigative demands, regulatory inquiries, and other formal government requests should be promptly referred to authorized legal or executive personnel.

The Corporation may preserve responsive records, challenge or narrow requests where lawful, and disclose information only as authorized or legally required.

Section 21.5 - Consumer Representations

Marketing, product descriptions, pricing statements, capability claims, and disclosures should be reasonably supportable and should not knowingly misrepresent material product limitations or transaction terms.

Where a feature remains experimental or subject to important limitations, management may require appropriate qualification or user notice.

Section 21.6 - Sanctions and Restricted Parties

The Corporation may screen transactions, counterparties, users, or jurisdictions when necessary to comply with applicable sanctions, export, anti-money-laundering, payment, or platform obligations.

The Corporation may block, suspend, or escalate activity where proceeding could create a legal or contractual violation.

Section 21.7 - Internal Reporting

Personnel may be provided channels to report suspected misconduct, fraud, security issues, legal violations, or policy breaches.

Good-faith reports should be reviewed by appropriate personnel, and retaliation for protected reporting shall not be authorized by these Bylaws.

Section 21.8 - Cooperation with Advisers

The Corporation may retain outside counsel, accountants, consultants, auditors, security firms, investigators, or other specialists to support legal and compliance matters.

Engagements should define scope, confidentiality, privilege expectations where applicable, payment terms, and ownership or return of work product as appropriate.

ARTICLE XXII

CORPORATE COMMUNICATIONS, ELECTRONIC RECORDS, AND DIGITAL SIGNATURES

Section 22.1 - Official Communications

The Corporation may designate official email domains, messaging systems, collaboration platforms, ticketing systems, and other channels for corporate communications.

Important approvals or decisions made through informal channels should be captured in appropriate corporate records when their significance warrants preservation.

Section 22.2 - Electronic Notices

Notices permitted to be delivered electronically may be sent using email, secure portal, electronic signature platform, collaboration system, or another method reasonably calculated to reach the recipient, subject to applicable law.

Evidence of sending, delivery, receipt, or consent may be retained when necessary to demonstrate compliance.

Section 22.3 - Digital Signatures

The Corporation may use electronic signatures, digital certificates, typed signatures, click-to-accept mechanisms, or other legally recognized signature methods.

Higher-risk transactions may require stronger identity verification, multi-factor authentication, witness procedures, or another method specified by policy or law.

Section 22.4 - Corporate Email Accounts

Corporate email accounts and aliases may be established for officers, employees, departments, legal notices, support, security, billing, or other functions.

Business communications should use corporate-controlled accounts where practical when doing so improves continuity, security, discoverability, or customer trust.

Section 22.5 - Messaging and Collaboration

The Corporation may use approved real-time messaging and project collaboration platforms for operations.

Confidential information should not be intentionally transmitted through unauthorized services when doing so would create material security, contractual, or privacy risk.

Section 22.6 - Communications Retention

The Corporation may preserve communications according to their business, legal, compliance, or security significance rather than treating every message as a permanent corporate record.

Messages subject to legal hold, investigation, contractual retention, or other preservation requirements shall be retained accordingly.

Section 22.7 - External Statements

Only persons authorized by management may issue official public statements on behalf of the Corporation regarding financial results, legal disputes, security incidents, partnerships, acquisitions, financing, or other sensitive matters.

This provision does not restrict lawful personal speech that is clearly not presented as an official corporate statement.

Section 22.8 - Brand and Naming Consistency

The Corporation may maintain standards for use of its legal name, product name, logos, titles, and trademarks in contracts, stores, websites, press materials, invoices, and other external communications.

Operational teams should distinguish the legal entity name from product branding where the distinction is material to contracts, payments, tax, or user disclosures

ARTICLE XXIII

BUSINESS CONTINUITY, DISASTER RECOVERY, AND EXECUTIVE SUCCESSION

Section 23.1 - Continuity Planning

The Corporation may maintain business continuity procedures for material disruptions involving cloud services, payment systems, office access, communications, personnel, vendors, data, or other critical resources.

Continuity plans should prioritize functions whose prolonged interruption could materially harm users, security, legal compliance, revenue, or corporate survival.

Section 23.2 - Disaster Recovery

Critical technical systems may have documented backup, restoration, failover, and recovery procedures appropriate to their importance and architecture.

Recovery objectives may include target restoration times, acceptable data loss windows, minimum service levels, and dependencies on external providers.

Section 23.3 - Key-Person Continuity

The Corporation should reduce unnecessary dependence on a single individual for access to critical systems, credentials, banking, domains, legal records, source code, or emergency decisions.

Where practical, recovery paths or secondary authorized persons should exist for critical assets while preserving appropriate access controls.

Section 23.4 - Executive Unavailability

If an officer becomes temporarily unavailable, the Board or another authorized person may designate an acting officer or temporary decision-maker to maintain operations.

Temporary authority should be documented and limited to the period and scope reasonably necessary unless a permanent appointment is made.

Section 23.5 - Credential Recovery

Critical corporate accounts should have recovery methods that remain controlled by the Corporation and do not depend solely on a personal device or account that may become inaccessible.

Recovery materials should be stored securely and tested periodically where appropriate.

Section 23.6 - Vendor Failure

The Corporation may maintain contingency plans for failure, suspension, pricing changes, security incidents, or termination by critical vendors.

Contingency planning may include data export, alternate providers, redundant infrastructure, contractual exit rights, or technical abstraction layers.

Section 23.7 - Emergency Communications

The Corporation may designate emergency communication channels for officers, employees, contractors, vendors, users, and advisers during significant incidents.

Emergency contact information should be kept current and access should be restricted to persons with a legitimate need.

Section 23.8 - Continuity Testing

Continuity and recovery procedures may be tested through tabletop exercises, restoration tests, simulated incidents, or controlled failover events.

Material deficiencies identified through testing should be assigned for remediation and tracked to closure where appropriate.

ARTICLE XXIV

STRATEGIC TRANSACTIONS, FINANCING, SUBSIDIARIES, AND INVESTMENTS

Section 24.1 - Equity Financing

The Corporation may issue equity securities only through corporate action consistent with the Articles of Incorporation, these Bylaws, applicable securities law, and any existing contractual restrictions.

Financing documentation may include purchase agreements, investor rights, voting agreements, disclosure materials, capitalization records, and Board or shareholder approvals.

Section 24.2 - Debt Financing

The Corporation may borrow funds, issue notes, establish credit facilities, or enter other debt arrangements when properly authorized.

Material debt terms should be reviewed for interest, maturity, security interests, covenants, guarantees, default provisions, and restrictions on future corporate actions.

Section 24.3 - Subsidiaries

The Corporation may form, acquire, capitalize, own, manage, or dissolve subsidiaries or other entities when authorized by the Board.

Subsidiary governance should preserve appropriate separateness of assets, records, contracts, banking, and liabilities.

Section 24.4 - Acquisitions

The Corporation may acquire businesses, assets, intellectual property, teams, or technology subject to the approvals required by law and internal authority.

Material acquisitions should include due diligence proportionate to the transaction, including ownership, liabilities, contracts, security, privacy, employment, tax, and intellectual property considerations.

Section 24.5 - Asset Sales

The sale, license, transfer, or disposition of material corporate assets shall be authorized at the level required by applicable law and internal governance.

The transaction record should identify the assets transferred, consideration received, continuing obligations, and treatment of retained rights or liabilities.

Section 24.6 - Investments

The Corporation may invest surplus cash or make strategic investments consistent with Board-approved objectives, liquidity needs, risk tolerance, and legal restrictions.

Speculative or illiquid investments may be subject to heightened approval when they could materially impair operating liquidity.

Section 24.7 - Mergers and Reorganizations

Any merger, conversion, reorganization, recapitalization, domestication, or similar structural transaction shall be undertaken through the approvals and filings required by law.

Management shall coordinate corporate records, contracts, banking, tax, intellectual property, employees, and user obligations to preserve continuity through the transaction.

Section 24.8 - Dissolution and Wind-Down

If the Corporation is dissolved, its affairs shall be wound down in accordance with applicable law, including payment or provision for liabilities and distribution of remaining assets according to legal priority.

Corporate records and necessary access shall be preserved for the period required to complete the wind-down and satisfy continuing obligations.

ARTICLE XXV INDEMNIFICATION, ADVANCEMENT, AND DEFENSE OF CORPORATE PERSONNEL

Section 25.1 - Indemnification Policy

In addition to the approved base provision, the Corporation intends, to the fullest extent permitted by applicable law, to protect eligible corporate personnel from liabilities and expenses arising from authorized service to the Corporation.

Eligibility, standards of conduct, procedural determinations, exclusions, and limitations shall be governed by applicable law, the Articles of Incorporation, these Bylaws, and any valid indemnification agreement.

Section 25.2 - Advancement of Expenses

The Corporation may advance reasonable defense expenses before final disposition of a proceeding when permitted by law and when any required undertaking or conditions have been satisfied.

Advancement may be conditioned on documentation, cooperation, counsel arrangements, insurance coordination, or repayment obligations required by law or agreement.

Section 25.3 - Insurance

The Corporation may purchase insurance covering directors, officers, employees, agents, fiduciaries, or the Corporation itself against liabilities arising from corporate service.

Insurance may provide broader protection than direct indemnification where legally permissible and may include defense costs, settlements, judgments, investigations, or other covered loss.

Section 25.4 - Selection of Counsel

Where the Corporation is funding or advancing a defense, it may require counsel reasonably acceptable to the Corporation or insurer, subject to conflicts and legal rights of the covered person.

Separate counsel may be appropriate where interests materially diverge or where required by law, insurance terms, or professional responsibility rules.

Section 25.5 - Cooperation

A person receiving indemnification or advancement may be required to cooperate reasonably with the Corporation, insurers, and counsel in the defense, investigation, settlement, or preservation of rights.

Cooperation obligations shall not require waiver of rights that cannot lawfully be waived.

Section 25.6 - Settlement Authority

No indemnified person shall intentionally bind the Corporation to fund a settlement without authorization when such authorization is required.

The Corporation may consider liability exposure, defense cost, precedent, confidentiality, insurance coverage, and business impact when evaluating settlement.

Section 25.7 - Non-Exclusivity

Rights provided under this Article are intended to supplement, not eliminate, any other indemnification, advancement, insurance, or contractual rights lawfully available.

The Corporation may enter separate indemnification agreements with eligible persons when authorized.

Section 25.8 - Survival

To the extent permitted by law and applicable agreement, indemnification rights may continue after a person ceases to serve the Corporation with respect to acts or omissions occurring during covered service.

Successors, estates, or legal representatives may receive rights only to the extent provided by law or applicable agreement.

ARTICLE XXVI COMMITTEES, ADVISORY BODIES, AND DELEGATED GOVERNANCE

Section 26.1 - Board Committees

The Board may establish committees to the extent permitted by law and may define each committee's membership, authority, reporting obligations, and duration.

No committee may exercise authority that applicable law reserves exclusively to the full Board or shareholders.

Section 26.2 - Advisory Boards

The Corporation may establish advisory boards or councils composed of employees, experts, investors, customers, technical specialists, or other advisers.

Advisory bodies do not possess Board authority unless legally constituted and expressly delegated such authority.

Section 26.3 - Technology and AI Council

Management may create a technical or AI governance council to review architecture, model selection, safety, reliability, security, evaluation, or deployment issues.

Recommendations of such a council are advisory unless authority is separately delegated.

Section 26.4 - Risk and Security Council

Management may create a risk or security council to coordinate enterprise risk, cybersecurity, privacy, fraud, incident response, insurance, and business continuity.

The council may maintain dashboards, risk registers, remediation tracking, and escalation criteria.

Section 26.5 - Finance and Audit Functions

The Board may create finance, audit, or compensation functions as the Corporation grows, whether as formal committees or management processes.

The structure should reflect the size, ownership, financing stage, and legal obligations of the Corporation.

Section 26.6 - Committee Records

Material committee actions and recommendations should be documented and reported to the Board or management as appropriate.

Records may include agendas, minutes, written consents, reports, dashboards, or decision memoranda.

Section 26.7 - Delegated Authority

A committee or advisory body may receive defined authority for specific matters, budgets, or projects where delegation is lawful and documented.

Delegation does not prevent the delegating authority from reviewing, modifying, or revoking the delegation.

Section 26.8 - Dissolution of Committees

A committee or advisory body may be dissolved when its purpose ends, its responsibilities are absorbed elsewhere, or the Board determines it is no longer useful.

Records of dissolved bodies shall be retained according to the corporate records schedule.

ARTICLE XXVII

CORPORATE POLICIES, CONTROL FRAMEWORKS, AND MANAGEMENT DIRECTIVES

Section 27.1 - Policy Authority

The Board and authorized officers may adopt policies, standards, procedures, playbooks, and control frameworks governing corporate operations.

Policies may address matters in greater operational detail than these Bylaws and may be changed without a bylaw amendment unless the policy change would conflict with these Bylaws or the Articles of Incorporation.

Section 27.2 - Policy Hierarchy

Mandatory law and the Articles of Incorporation shall control over inconsistent internal documents, followed by these Bylaws and then properly adopted subordinate policies and procedures.

Where two subordinate policies conflict, management may determine which controls based on specificity, date, authority, and subject matter.

Section 27.3 - Policy Ownership

Each material policy may have an identified owner responsible for maintenance, review, communication, and implementation.

The owner may delegate administration but remains responsible for ensuring that outdated or conflicting versions are corrected.

Section 27.4 - Exceptions

Authorized officers may approve temporary policy exceptions when the business need and risk are documented and the exception does not violate law, the Articles, or these Bylaws.

Exceptions may include expiration dates, compensating controls, additional monitoring, or remediation requirements.

Section 27.5 - Training

The Corporation may require training or acknowledgement for policies involving security, privacy, payments, legal compliance, workplace conduct, financial controls, or other material risks.

Completion records may be retained when necessary to demonstrate compliance or internal accountability.

Section 27.6 - Control Testing

Material controls may be tested through audits, reviews, reconciliations, access checks, simulations, sampling, or automated monitoring.

Control failures should be documented and remediated according to severity and business impact.

Section 27.7 - Management Directives

The Chief Executive Officer or other authorized officers may issue management directives concerning urgent, temporary, or cross-functional matters.

A directive remains subordinate to these Bylaws and may be replaced by a formal policy when continuing administration is needed.

Section 27.8 - Continuous Improvement

Policies and controls may be revised based on incidents, user feedback, audits, legal changes, technology changes, growth, financing, or changes in corporate risk tolerance. The Corporation may favor controls that are measurable, auditable, and technically enforceable where practical.

ARTICLE XXVIII

CONSTRUCTION, INTERPRETATION, DEFINITIONS, AND PRIORITY RULES

Section 28.1 - Construction

These Bylaws shall be interpreted to give lawful effect to their provisions and to preserve the Corporation's intended governance structure to the maximum extent permitted by applicable law.

Headings, formatting, examples, and descriptive labels are for convenience and do not independently expand legal authority.

Section 28.2 - Singular and Plural

Unless the context requires otherwise, words in the singular include the plural and words in the plural include the singular.

References to persons may include individuals and legal entities where the context permits.

Section 28.3 - Electronic and Written Form

Where applicable law permits, references to written documents, signatures, notices, consents, records, or communications may include legally recognized electronic equivalents.

The Corporation may require a particular form when needed for authenticity, security, enforceability, or recordkeeping.

Section 28.4 - Definitions

For purposes of these Bylaws, "Board" means the Board of Directors; "Corporation" means Orbit AI Technologies Corporation; "Mission" means a persistent or multi-step objective executed through the Corporation's software systems; and "Authorized Person" means a person acting within authority granted by law or corporate governance.

Other terms may be defined by context, applicable law, product terms, policies, or separate agreements.

Section 28.5 - Examples

Examples included in these Bylaws are illustrative and do not require the Corporation to use a named provider, technology, bank, card product, cloud service, software platform, or vendor.

A reference to a particular commercial product in an approved base provision should not be interpreted as an exclusive mandate unless the provision expressly states exclusivity.

Section 28.6 - Priority of Original Approved Provisions

Articles I through IX are preserved as the existing approved base provisions supplied by the Corporation. Supplemental Articles X through XXIX are intended to expand administration without silently changing those provisions.

If a supplemental provision cannot reasonably be harmonized with a specific approved base provision, the approved base provision controls unless the conflict is expressly resolved through formal amendment or restatement.

Section 28.7 - Applicable Law

A mandatory requirement of applicable law controls over any inconsistent bylaw provision.

The invalidity of one provision does not invalidate the remainder unless the remaining structure cannot reasonably function without the invalid provision.

Section 28.8 - No Third-Party Rights

Except where applicable law or an express agreement provides otherwise, these Bylaws are intended for internal corporate governance and do not create contractual rights in customers, vendors, applicants, users, or other third parties.

The Corporation may enter separate agreements that create enforceable rights independent of these Bylaws.

ARTICLE XXIX

EXPANDED ADOPTION, CERTIFICATION, AND PRESERVATION OF BASE PROVISIONS

Section 29.1 - Expanded Restatement

Upon formal adoption, this expanded edition may serve as an amended and restated set of bylaws incorporating the approved base provisions and supplemental governance provisions into one corporate record.

The adopting action should identify the effective date and whether this edition supersedes prior versions in whole or only to the extent stated.

Section 29.2 - Preservation of Historical Versions

The Corporation shall retain prior adopted bylaws and amendments as historical governance records even after a restatement becomes effective.

Historical copies should be marked with their effective dates so that rights and actions can be evaluated under the version that applied at the relevant time.

Section 29.3 - Certification

The Secretary or another authorized officer may certify that a copy of the Bylaws is true and correct as of a stated date.

A certification should not be issued for supplemental provisions as though already adopted unless the required corporate adoption has occurred.

Section 29.4 - Conforming Changes

The Secretary may correct typographical, formatting, numbering, cross-reference, pagination, or similar non substantive errors without treating the correction as a substantive amendment, provided the correction does not alter legal meaning.

Substantive changes to rights, authority, voting, ownership, or obligations require the approval applicable to a bylaw amendment.

Section 29.5 - Schedules

Governance schedules attached to these Bylaws may be adopted as internal procedures, exhibits, or reference tools.

A schedule may be updated through the authority stated in the schedule or by the Board, but no schedule may override a controlling provision of the Articles of Incorporation or these Bylaws.

Section 29.6 - Annual Review

The Secretary, Chief Executive Officer, or counsel may periodically review the Bylaws for consistency with the Corporation's actual operations, capitalization, ownership, officer slate, technology, and applicable law.

Any factual statement that has become inaccurate should be brought to the Board or shareholder for appropriate amendment rather than left to create confusion.

Section 29.7 - Counsel Review

Because corporate law, tax treatment, securities obligations, contractual relationships, and the Corporation's factual circumstances can change, the Corporation may obtain legal review before or after adopting material amendments.

Legal review is particularly appropriate for changes involving ownership, director powers, officer removal, founder control, financing, stock rights, indemnification, or material statutory obligations.

Section 29.8 - Effective Date

The supplemental provisions become operative only on the effective date stated in the adopting resolution or certificate of adoption.

Until then, the approved base provisions remain the operative internal rules to the extent previously and validly adopted.

CERTIFICATE OF ADOPTION

The undersigned corporate officers and directors hereby certify that the foregoing Amended and Restated Bylaws constitute the true, active, and official internal governing rules of Orbit AI Technologies Corporation to the extent duly adopted by the Corporation. If this expanded edition is being adopted as a restatement, the effective date below is the date on which the supplemental provisions become operative.

Effective Date of Execution:

Signature of Chairman and CEO:

Printed Name: William Huffman | Chairman and CEO

Signature of President and Secretary:

Printed Name: Stephen Huffman | President and Secretary

SCHEDULE A**DELEGATION AND SIGNATURE AUTHORITY MATRIX**

This schedule is a governance template for assigning operational authority. It does not expand the authority contained in the approved base bylaws and should be tailored by Board or officer action before use. Amounts shown as "Board-set threshold" are intentionally left for formal designation rather than invented in this document.

Area	Typical Action	Default Owner	Secondary Review	Documentation	Escalation Trigger
Corporate banking	Open or close bank account	President / Treasurer	Board	Bank resolution, account record	New institution or material restriction
Payments	Routine vendor payment	Treasurer or delegate	Budget owner	Invoice, receipt, approval	Above Board-set threshold or unusual destination
Contracts	Ordinary-course service agreement	CEO or authorized officer	Legal / business owner	Executed agreement	Material liability, exclusivity, long term, or threshold exceeded
Software subscriptions	Purchase or renew service	Department owner	Finance	Order, invoice, owner	Sensitive data, material annual spend, or critical dependency
Hiring	Offer employment	CEO or authorized manager	Finance / HR	Offer letter, compensation record	Executive role or equity component
Contractors	Engage consultant	Authorized manager	Finance / legal as needed	Services agreement	IP-sensitive, material cost, or long duration
Equity	Grant stock or option	Board	Secretary / counsel	Board approval, grant docs	Any issuance or change in rights
Refunds	Issue customer refund	Support / finance delegate	Finance	Ticket, transaction record	High-value or unusual refund pattern
Security	Grant production admin access	Technical lead	Security / CEO	Access record	Persistent elevated access
Domains	Acquire or transfer domain	CEO / technical lead	Security	Registrar record	Transfer of primary corporate domain
Cloud infrastructure	Create or change production resources	Technical lead	Security / finance	Change record	Material spend or high-risk architecture change
Marketing	Commit ad spend	Marketing owner	Finance	Campaign record	Above threshold or unusual claim
Insurance	Bind or renew policy	President / Treasurer	Board as appropriate	Policy and quote	Material coverage change

ORBIT AI TECHNOLOGIES CORPORATION | AMENDED AND RESTATED BYLAWS

Litigation	Retain counsel or settle claim	CEO / President	Board / insurer as appropriate	Engagement or settlement record	Material claim or precedent
Tax	Submit tax return or election	Treasurer / authorized tax professional	President	Filed return, workpapers	Material election or amended filing
Strategic transaction	Acquisition, financing, asset sale	Board	Counsel / finance	Board and transaction documents	Always Board-level

SCHEDULE B

CORPORATE RECORDS RETENTION SCHEDULE

This schedule is a baseline administrative framework only. Mandatory legal, tax, employment, privacy, contractual, insurance, audit, litigation-hold, or regulatory requirements control over any shorter period shown. "Permanent" means retained for the life of the Corporation and an appropriate wind-down period unless counsel directs otherwise.

Record Category	Examples	Baseline Retention	Owner	Special Rule
Charter documents	Articles, amendments, merger or conversion filings	Permanent	Secretary	Preserve certified or accepted copies
Bylaws	Current and historical versions, amendments	Permanent	Secretary	Retain effective dates
Board records	Minutes, written consents, committee actions	Permanent	Secretary	Preserve attachments incorporated by reference
Shareholder records	Minutes, consents, notices	Permanent	Secretary	Retain voting evidence where applicable
Capitalization	Stock ledger, issuances, transfers, cancellations	Permanent	Secretary / finance	Treat as core ownership record
Material contracts	Vendor, customer, financing, licensing	Term plus 7 years unless longer required	Legal / contract owner	Preserve longer for continuing obligations
Tax returns	Federal, state, local returns and elections	At least 7 years or longer if advised	Finance / tax	Tax professional may require longer
Accounting ledgers	General ledger, trial balance, closing records	At least 7 years	Finance	Preserve support for material transactions
Receipts and invoices	Expense support, vendor bills	At least 7 years	Finance	Longer if tied to asset basis or dispute
Payroll	Payroll registers, tax forms, compensation support	Per law; generally multi year	Finance / HR	Follow employment and tax rules
Personnel files	Offer letters, performance, separation records	Per law and policy	HR / management	Restrict access
IP assignments	Founder, employee, contractor assignments	Permanent	Legal / Secretary	Core chain-of-title evidence
Trademark / patent	Applications, registrations, prosecution	Permanent while relevant	Legal	Track renewal and maintenance dates
Security incidents	Incident records, evidence, remediation	At least 7 years for material incidents	Security	Legal hold may extend

ORBIT AI TECHNOLOGIES CORPORATION | AMENDED AND RESTATED BYLAWS

Access logs	Administrative and security logs	Risk-based	Security	Retention based on sensitivity and cost
User transactions	Orders, bookings, approvals, evidence	Policy / legal requirement	Product / finance	Privacy and payment rules may apply
Privacy requests	Access, deletion, correction records	Policy / law	Privacy	Retain proof of response as appropriate
Insurance	Policies, claims, certificates	Policy term plus 7 years or longer	Finance / legal	Occurrence claims may require long retention
Marketing claims	Material campaign substantiation	At least campaign life plus 3 years	Marketing / legal	Longer for regulated claims
Routine communications	Non-material email and chat	Business need	All functions	Legal holds override deletion

SCHEDULE C

ANNUAL GOVERNANCE AND COMPLIANCE CALENDAR

The calendar below is an internal planning tool. Actual legal, tax, insurance, filing, licensing, and contractual due dates must be confirmed from current records and professional advice. The Corporation may complete items earlier or on another cadence appropriate to its operations.

Cadence	Governance / Compliance Action
Monthly	Reconcile bank, card, merchant, and payment accounts; review unusual transactions; close accounting period; review critical security alerts and access changes.
Monthly	Review major Mission execution failures, transaction disputes, refunds, and unresolved customer-impacting incidents.
Quarterly	Review cash runway, budget variance, vendor concentration, cloud and model spend, insurance events, and material contractual renewals.
Quarterly	Review privileged access, production credentials, security exceptions, critical vendors, and open remediation items.
Quarterly	Review capitalization records and confirm that any equity commitments are fully documented and authorized.
Semiannual	Review disaster recovery, credential recovery, domain ownership, key-person dependencies, and business continuity procedures.
Semiannual	Review privacy notices, data maps, retention practices, user authorization controls, and material third-party data processors.
Annual	Hold or document required shareholder and Board actions; confirm directors, officers, registered agent, principal office, and governance records.
Annual	Review bylaws, Articles, stock ledger, IP assignments, material insurance, tax structure, and major legal obligations.
Annual	Review employee and contractor agreements, invention assignment coverage, compensation records, and access offboarding controls.
Annual	Review incident response, security testing, model evaluation, payment approval controls, and Mission verification performance.
As required	Prepare and file required Kentucky annual reports, tax filings, license renewals, insurance renewals, and other governmental or contractual filings.

SCHEDULE D

MISSION, PAYMENT, AND INCIDENT ESCALATION MATRIX

This schedule describes a possible operational escalation framework for Orbit product execution. It is not a representation that every control is currently implemented. Product teams should map actual technical controls to these categories before relying on the schedule operationally.

Category	Example	Default System Response	User / Officer Escalation	Evidence Required
Low-risk reversible	Search, compare, draft, navigate	Execute within Mission scope	None unless confidence is low	Action log or result
Moderate reversible	Change preference, schedule cancellable reservation	Execute if authorized	Ask if outside stated constraints	Confirmation or changed state
Financial below approved limit	Purchase within explicit Mission budget	Execute only under valid authorization	Escalate if merchant, amount, or terms change materially	Receipt, order or transaction confirmation
Financial above threshold	Purchase exceeds pre approved amount	Pause before commitment	Explicit user approval	Approval record plus transaction evidence
Non-refundable commitment	Non-refundable booking or fee	Require heightened confirmation unless specifically pre-authorized	Explicit approval	Terms and confirmation
Identity-sensitive	Submit identity document or high-risk personal data	Restrict and verify context	User confirmation or stronger authentication	Submission receipt or external state
Account security	Password, MFA, recovery method, key rotation	Use restricted workflow	Explicit authorization and security verification	Changed account state
Uncertain transaction	Checkout response unclear or timeout after submission	Do not blindly retry	Investigate before re execution	Merchant/payment evidence
Potential duplicate	Same charge or booking may already exist	Pause duplicate path	Resolve using records	Order, statement, or booking status
Security incident	Suspected credential theft or unauthorized access	Contain and revoke where authorized	Escalate to security / executive	Logs and incident record
Legal or policy block	Action appears prohibited or outside authority	Deny or pause	Escalate to authorized reviewer	Decision record
Mission Rewind	User asks to undo prior actions	Identify reversible actions and execute compensating steps	Escalate irreversible or costly reversals	Cancellation/refund/ restoration evidence

SCHEDULE E

CORPORATE ACTION AND WRITTEN CONSENT TEMPLATES

The following forms are administrative templates. They should be adapted to the actual action, authority, facts, and applicable law. A template does not create authority that does not otherwise exist.

SOLE DIRECTOR WRITTEN CONSENT

The undersigned, being the sole director of Orbit AI Technologies Corporation, hereby adopts the following resolutions by written consent to the extent permitted by the Articles of Incorporation, Bylaws, and applicable law.

RESOLVED, that _____.

FURTHER RESOLVED, that the officers of the Corporation are authorized to take all actions reasonably necessary to carry out the foregoing resolution.

Date: _____

William Stephen Huffman, Sole Director Signature: _____

SOLE SHAREHOLDER WRITTEN CONSENT

The undersigned, being the holder of the outstanding voting shares of Orbit AI Technologies Corporation as reflected in the corporate stock records, hereby approves the following action by written consent to the extent permitted by applicable law and the governing documents.

APPROVED: _____.

Date: _____

William Stephen Huffman, Shareholder Signature: _____

OFFICER APPOINTMENT RECORD

The Corporation records the appointment or continuation of the following officer:

_____.

Title: _____.

Effective Date: _____.

Authority / limitations: _____.

Approved by: _____.

Date: _____.

BANKING AUTHORIZATION RECORD

Financial Institution / Platform: _____.

Account or Service: _____.

Authorized Signers / Administrators: _____.

Transaction or access limitations: _____.

EffectiveDate: _____.

Approval Reference: _____.

CONTRACT APPROVAL MEMORANDUM

Counterparty: _____.

Agreement: _____.

Business Owner: _____.

Term / Renewal: _____.

Total Expected Commitment: _____.

Material Risks / Exceptions: _____.

Required Approvals Obtained: _____.

Execution Authority: _____.

RELATED-PARTY DISCLOSURE

Person making disclosure: _____.

Related party / relationship: _____.

Proposed transaction: _____.

Financial or personal interest: _____.

Independent review performed by: _____.

Decision / conditions: _____.

IP ASSIGNMENT CONFIRMATION RECORD

Contributor / Assignor: _____.

Work or asset: _____.

Repository / location: _____.

Assignment agreement date: _____.

Consideration / employment basis: _____.

Corporate record location: _____.

INCIDENT EXECUTIVE RECORD

Incident name: _____.

Date discovered: _____.

Severity: _____.

Systems / users affected: _____.

Immediate containment: _____.

Legal / privacy / insurer review: _____.

Root cause summary: _____.

Corrective actions: _____.

FINAL CORPORATE RECORD CERTIFICATION

The Secretary or other authorized officer may use this page after formal adoption to certify that the attached document is the complete amended and restated bylaw record then maintained by the Corporation. Do not sign this certification before the expanded edition has actually been adopted.

Certified by:

Corporate title:

Signature:

Certification date:

Effective date of bylaws:
