

MALLA GROUP

CORPORATE BYLAWS

Adopted: June 2025

ARTICLE I - ORGANIZATION

Section 1.1 Name

The name of the corporation is Malla Group (the 'Corporation').

Section 1.2 Purpose

The Corporation is organized for the purpose of engaging in any lawful business activity, including but not limited to investment holding, business acquisition, and operational management of portfolio companies.

Section 1.3 Principal Office

The principal office of the Corporation shall be located in Miami, Florida, or such other location as may be determined by the Board of Directors.

ARTICLE II - BOARD OF DIRECTORS

Section 2.1 General Powers

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors, which may exercise all such powers of the Corporation as are not prohibited by law or these Bylaws.

Section 2.2 Number and Qualifications

The Board of Directors shall consist of not less than one (1) nor more than nine (9) directors. Directors need not be shareholders of the Corporation.

Section 2.3 Terms of Office

Each director shall hold office until the next annual meeting of shareholders and until their successor is elected and qualified, or until their earlier resignation, removal, or death.

Section 2.4 Meetings

Regular meetings of the Board of Directors may be held without notice at such time and place as determined by resolution of the Board. Special meetings may be called by the Chairman or any two directors upon reasonable notice.

ARTICLE III - OFFICERS

Section 3.1 Officers

The officers of the Corporation shall include a Chairman, President, Secretary, and Treasurer, and may include such other officers as the Board of Directors may determine.

Section 3.2 Chairman

The Chairman shall preside at all meetings of the Board of Directors and shareholders, and shall have such other duties as prescribed by the Board.

Section 3.3 President

The President shall be the chief executive officer of the Corporation and shall have general supervision of the business and affairs of the Corporation, subject to the direction of the Board of Directors.

ARTICLE IV - SHAREHOLDERS

Section 4.1 Annual Meetings

An annual meeting of shareholders shall be held each year at such date, time, and place as determined by the Board of Directors for the purpose of electing directors and conducting other business.

Section 4.2 Special Meetings

Special meetings of shareholders may be called by the Board of Directors, the Chairman, or shareholders holding at least 25% of the outstanding shares.

Section 4.3 Notice

Written notice of all meetings of shareholders shall be given not less than ten (10) nor more than sixty (60) days before the date of the meeting.

Section 4.4 Quorum and Voting

A majority of the outstanding shares entitled to vote shall constitute a quorum. The act of the majority of shares present at a meeting at which a quorum is present shall be the act of the shareholders.

ARTICLE V - CORPORATE GOVERNANCE

Section 5.1 Conflicts of Interest

Any director or officer who has a direct or indirect interest in a transaction with the Corporation must disclose such interest and abstain from voting on matters related to such transaction.

Section 5.2 Committees

The Board of Directors may establish committees as it deems appropriate, including but not limited to audit, compensation, and governance committees.

Section 5.3 Indemnification

The Corporation shall indemnify its directors and officers to the fullest extent permitted by law against expenses and liabilities incurred in connection with their service to the Corporation.

ARTICLE VI - FINANCIAL MANAGEMENT

Section 6.1 Fiscal Year

The fiscal year of the Corporation shall end on December 31 of each year, unless otherwise determined by the Board of Directors.

Section 6.2 Financial Records

The Corporation shall maintain accurate books and records of its financial transactions and shall prepare annual financial statements in accordance with generally accepted accounting principles.

Section 6.3 Banking

All funds of the Corporation shall be deposited in accounts designated by the Board of Directors. Checks and other instruments shall be signed by such officers as authorized by the Board.

ARTICLE VII - AMENDMENTS

Section 7.1 Amendment Process

These Bylaws may be amended, altered, or repealed by the affirmative vote of a majority of the Board of Directors, provided that notice of the proposed amendment is given to all directors at least five (5) days prior to the meeting.

ARTICLE VIII - MISCELLANEOUS

Section 8.1 Governing Law

These Bylaws shall be governed by and construed in accordance with the laws of the State of Florida.

Section 8.2 Severability

If any provision of these Bylaws is held to be invalid or unenforceable, the remaining provisions shall continue in full force and effect.

ADOPTION

These Bylaws were adopted by the Board of Directors of Malla Group on June 2025.

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