

BYLAWS OF EDPLAY INC

(a Delaware Corporation)

Adopted as of **January 5, 2026**

ARTICLE I – OFFICES

Section 1.1 Registered Office

The registered office of the Corporation shall be located in the State of Delaware at such address as the Board of Directors may determine from time to time, and the registered agent shall be the person or entity designated by the Board.

Section 1.2 Principal Office

The principal executive office of the Corporation shall be located at **2217 Pine Valley Drive, Houston, TX 77019, USA**, or at such other place as the Board of Directors may determine.

Section 1.3 Other Offices

The Corporation may have such other offices, either within or outside the State of Delaware, as the Board of Directors may designate.

ARTICLE II – STOCKHOLDERS

Section 2.1 Annual Meeting

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

Section 2.2 Special Meetings

Special meetings of stockholders may be called only by:

- the Board of Directors, or
- holders of a majority of the outstanding shares entitled to vote.

Section 2.3 Notice of Meetings

Written notice stating the place, date, time, and purpose of the meeting shall be given not less than ten (10) nor more than sixty (60) days before the meeting.

Notice may be delivered electronically.

Section 2.4 Quorum

A majority of the outstanding shares entitled to vote shall constitute a quorum.

Section 2.5 Voting

Each share of Common Stock shall be entitled to one (1) vote on each matter submitted to stockholders.

Section 2.6 Action Without Meeting

Any action required or permitted to be taken at a stockholder meeting may be taken without a meeting if written consent is signed by holders of the required number of shares.

ARTICLE III – BOARD OF DIRECTORS

Section 3.1 General Powers

The business and affairs of the Corporation shall be managed by or under the direction of the Board of Directors.

Section 3.2 Number and Election

The number of directors shall be fixed by resolution of the Board. Directors shall hold office until their successors are elected and qualified or until earlier resignation or removal.

Section 3.3 Initial Directors

The Board of Directors shall initially consist of three (3) directors, who shall initially be:

- Viktor Potapov
- Thomas Bellamy
- J. Robert Shaw

Section 3.4 Vacancies

Any vacancy on the Board may be filled by a majority of the remaining directors.

Section 3.5 Meetings

Meetings of the Board may be held at any place, including by remote communication.

Section 3.6 Notice

Notice of Board meetings shall be given at least two (2) days in advance, unless waived.

Section 3.7 Quorum and Voting

A majority of the directors shall constitute a quorum. Actions of the Board shall require the affirmative vote of a majority of directors present.

Section 3.8 Action Without Meeting

Any action required or permitted to be taken by the Board may be taken without a meeting by unanimous written consent.

ARTICLE IV – COMMITTEES

The Board may designate one or more committees, each consisting of one or more directors, with such authority as the Board determines, subject to Delaware law.

ARTICLE V – OFFICERS

Section 5.1 Officers

The officers of the Corporation shall include:

- Chief Executive Officer (CEO)
 - Chief Financial Officer (CFO)
 - Secretary
- and such other officers as the Board may determine.

Section 5.2 Appointment and Removal

Officers shall be appointed by the Board and may be removed by the Board at any time, with or without cause.

Section 5.3 Duties

- **CEO:** Chief executive authority over operations and strategy.
- **CFO:** Responsibility for financial management, reporting, and controls.
- **Secretary:** Responsibility for corporate records and minutes.

ARTICLE VI – STOCK

Section 6.1 Authorized Stock

The Corporation shall have one class of stock: **Common Stock**, as authorized in the Certificate of Incorporation.

Section 6.2 Issuance of Shares

Shares may be issued only upon approval of the Board of Directors and for such consideration as determined by the Board, including cash, services rendered, or intellectual property.

Section 6.3 Stock Records

The Corporation shall maintain a stock ledger reflecting ownership.

ARTICLE VII – TRANSFER OF SHARES

Section 7.1 Restricted Transfers.

No shares of the Corporation may be sold, assigned, transferred, pledged, encumbered, or otherwise disposed of (each, a “Transfer”) unless (a) the Transfer complies with applicable securities laws and (b) the Transfer has been approved in writing by the Board of Directors in its sole discretion.

Section 7.2 Invalid Transfers; Refusal to Register.

Any Transfer in violation of Section 7.1 shall be null and void ab initio, shall not be recorded on the books of the Corporation, and shall not be recognized by the Corporation. The Corporation may place a stop-transfer notation against shares subject to this Article VII and refuse to register any non-compliant Transfer.

Section 7.3 Legends/Notations.

Each certificate or book-entry statement representing shares shall bear a conspicuous legend or electronic notation referencing the restrictions on Transfer set forth in this Article VII.

ARTICLE VIII – INDEMNIFICATION

Section 8.1 Indemnification

The Corporation shall indemnify directors and officers to the fullest extent permitted by Delaware law.

Section 8.2 Advancement of Expenses

Expenses incurred in defending any proceeding may be advanced by the Corporation prior to final disposition.

Section 8.3 Limitation of Liability

No director shall be personally liable to the Corporation or its stockholders for monetary damages except as required by Delaware law.

ARTICLE IX – RECORDS AND INSPECTION

The Corporation shall maintain all required corporate records. Stockholders shall have inspection rights as provided by Delaware law.

ARTICLE X – FISCAL MATTERS

Section 10.1 Fiscal Year

The fiscal year of the Corporation shall be determined by the Board.

Section 10.2 Banking

The Board shall designate authorized signatories for corporate bank accounts.

ARTICLE XI – NOTICES

Any notice required under these Bylaws may be given by electronic transmission.

ARTICLE XII – AMENDMENTS

These Bylaws may be amended or repealed by:

- the Board of Directors, or
- the stockholders holding a majority of the outstanding shares.

ARTICLE XIII – GOVERNING LAW

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

CERTIFICATION

The undersigned certifies that the foregoing Bylaws were duly adopted by the Board of Directors of Edplay Inc.

Secretary:

Viktor Potapov

Signature: 

Date: 01/05/2026