

BYLAWS

OF

Nexus Institute for Translational Research Inc. a New York Nonprofit Corporation

ARTICLE I

OFFICES

Principal Offices. The principal office of the corporation for its transaction of business is located at 228 Park Ave S #270456, New York, New York New York 10003.

Change of Address. The Board of Directors, which may also be referred to as the Board of Trustees, is hereby granted full power and authority to change the principal office of the corporation from one location to another. Any such change shall be noted by the Secretary in these Bylaws, but shall not be considered an amendment to these Bylaws.

ARTICLE II

DIRECTORS

Management Authority. The affairs of the corporation shall be managed by the Board of Directors.

Number. The corporation shall initially have no less than 3 directors. The directors of the corporation shall be referred to collectively in these Bylaws as the "Board of Directors."

Notwithstanding the above provisions, the number of directors, their voting rights and privileges may be changed by amendment to these Bylaws as hereinafter provided.

Qualifications. A director of the corporation shall be an individual.

Terms of Office. Each director shall hold office until the next annual meeting of directors. Notwithstanding the expiration of a director's term, a director shall continue to serve until the director's successor is elected and qualifies under these Bylaws. If a director is removed at a special meeting of the directors called and held as prescribed in, and using the procedures set forth in these Bylaws, such director shall hold office until his or her removal

and his or her successor is elected and qualifies. Directors may be elected to successive terms.

Election. The initial directors shall serve until the first annual election of directors. The initial directors shall serve until the first annual election of directors. Thereafter, the directors shall be elected at each annual meeting by a majority vote of the directors.

Vacancies. Unless otherwise provided in the Certificate of Incorporation or the Bylaws, vacancies on the Board of Directors may be filled by appointment by the Board of Directors. A director elected to fill a vacancy shall be elected to hold office for a term expiring at the next annual meeting of the directors and until the director's successor is elected and qualifies under these bylaws, or until his or her earlier death, resignation or removal.

Compensation. A director may only receive reasonable compensation for his or her services as a director as recognized under New York and federal law. If a director also renders professional services to the corporation, such charges shall not be prohibited provided the services are approved by the other members of the Board and charged at reasonable rates; provided, however, it is contemplated that no charge will be made for general time volunteered for travel to, or attendance at, any meetings of the directors by any such person rendering professional services.

Meetings.

- A. Call of Meetings. The meetings of the Board may be called by the Chairman of the Board or President, a Vice President, or any two directors, with or without notice.
- B. Place of Meetings. All meetings of the Board shall be held at the principal office of the corporation as specified in these Bylaws, or such other place designated by the Board of Directors by duly authorized resolutions, either in or out of New York. Meetings may be held virtually to the extent permissible by New York law.
- C. Time of Regular Meetings. The Board shall meet at least once annually, at a time and place, either in or outside New York selected by the Board, with or without call or notice.
- D. Special Meetings. Special meetings of the Board may be called by the Chairman of the Board of Directors, President, or the secretary. Special meetings shall be held on at least five (5) days' notice of the date, time, place, and purpose of the meeting by first-class mail, postage prepaid.
- E. Quorum. A majority of the number of directors constitutes a quorum of the Board for the transaction of business, except as hereinafter provided.
- F. Transactions of the Board. Except as otherwise provided by law, in the Certificate of Incorporation or these Bylaws, every act or decision done or made by a majority vote of the directors present at a meeting duly held at which a quorum is present is the act of the Board, provided, however, that any meeting at which a quorum was

initially present may continue to transact business notwithstanding the withdrawal of directors if any action taken is approved by at least a majority of the required quorum for such meeting, or such greater number as is required by the law, the Certificate of Incorporation, or these Bylaws.

- G. Conduct of Meetings. The Chairman of the Board of Directors, President, or any director selected by the directors present, shall preside at meetings of the Board of Directors. The Secretary of the corporation or, in the Secretary's absence, any person appointed by the presiding officer shall act as Secretary of the Board. Members of the Board may participate in a meeting through use of a conference telephone, online meeting software or similar communication equipment. Such participation shall constitute personal presence at the meeting.
- H. Adjournment. A majority of the directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. Notice of the new time and place of the meeting need to be provided to those present at the original meeting, so long as the time and place of the adjourned meeting are announced at the time of adjournment. However, notice must be given to those directors not present at the original meeting.

Waiver of Notice. Notice of a regular or special meeting need not be given to any director who signs and delivers to the corporation a written waiver of notice or a written consent to holding the meeting, whether before or after the meeting, or who attends the meeting without protesting the lack of notice, unless the attendance is for the express purpose of objecting to the transaction of any business because the meeting was not lawfully called or convened. All written waivers, consents and approvals shall be filed with the corporate records or made a part of the minutes of the meetings.

Action Without Meeting. Any action required or permitted to be taken by the Board may be taken without a meeting if all members of the Board, individually or collectively, consent in a signed writing to such action. Such written consent or consents describing the action taken shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of such directors.

Removal or Resignation of Directors. A director may be removed with or without cause by a majority of vote of the directors. A director can only be removed at a meeting called for the purpose of removing the director, and the meeting notice shall state that the purpose, or one of the purposes, of the meeting is the removal of the director. A director may resign at

any time by giving a signed written notice to the President, the Chairman of the Board, or Secretary of the corporation.

ARTICLE III

OFFICERS

Number and Titles. The officers of the corporation shall consist of a President, a Secretary, a Treasurer, and such other officers with such title and duties as shall be determined by the Board and as may be necessary to enable it to sign instruments. The President is the chief executive officer of the corporation. Any number of offices may be held by the same person, except that the President may not serve concurrently as the Secretary.

Appointment, Resignation, Removal, Vacancies. The officers shall be elected annually by the Board at the annual meeting of the Board and serve at the pleasure of the Board, subject to the rights, if any, of an officer under any contract of employment. Each officer shall serve until his or her successor has been elected by the Board. Any officer may resign at any time by delivering written, signed notice to any one of the following: the Chairman of the Board of Directors, the President, or the Secretary of the corporation, without prejudice to the rights, if any, of the corporation under any contract to which the officer is a party. A resignation is effective when the notice is delivered unless the notice specifies a later date or event. The Board may remove any officer at any time, with or without cause. Any office vacancy will be filled by vote of the Board of Directors.

ARTICLE IV

PROHIBITED ACTIONS FOR 501(c)(3) STATUS

Private inurement, lobbying activities beyond certain limits, and political campaign intervention are prohibited. No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its directors, officers, or other private persons, except that the corporation shall be authorized to pay reasonable compensation for services rendered. The corporation is organized and shall be operated exclusively for charitable, educational, or religious purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. No substantial part of the activities of the corporation shall consist of carrying on propaganda or otherwise attempting to influence legislation, and the corporation shall not

participate in or intervene in any political campaign on behalf of (or in opposition to) any candidate for public office.

ARTICLE V

DISSOLUTION AND WINDING UP

Resolution for Dissolution.

The dissolution of the corporation must be authorized at a meeting of the Board upon the adoption of a resolution to elect to dissolve by a vote of a majority of the directors. The notice of any meeting of the Board of Directors at which a resolution to dissolve the corporation will be considered must specifically indicate as such, and be accompanied by a summary of the plan for dissolution.

Distribution of Assets upon Dissolution. Upon dissolution, the Board of Directors shall adopt a plan of distribution in accordance with this section.

- A. All liabilities and obligations of the corporation shall be paid and discharged, or adequately provided for.
- B. Assets held by the corporation on the condition that they be returned or otherwise transferred upon dissolution of the corporation, shall be returned in accordance with those requirements.
- C. Any other asset shall be transferred or conveyed to one or more qualified 501(c)(3) domestic or foreign corporations, trusts, societies, or organizations engaged in activities substantially similar to those of the corporation, as selected by the Board of Directors.

ARTICLE VI

CORPORATE RECORDS AND REPORTS

Keeping Records, Right to Review. The corporation shall keep at its principal office in this state a copy of its Certificate of Incorporation and Bylaws as amended to date and adequate and correct financial records and minutes of the proceedings of its Board, and committees of the Board, and a record of all actions taken by the Board of Directors without a meeting. The corporation shall also keep copies of all waivers of notice of all meetings of the Board. The Corporation shall also keep in its principal office a record of the names and addresses of its directors and officers in a form that permits preparation of a list in alphabetical order. Further, the corporation shall furnish to all directors any information reasonably required

for the director's rights and duties. Directors have the right to inspect those records in accordance with applicable New York law.

ARTICLE VII

AMENDMENT OF BYLAWS

Subject to either the terms of the corporation's Certificate of Incorporation or to any restrictions or additional requirements under New York law, these Bylaws may be amended or repealed and new Bylaws adopted in any or all respects by vote of a majority of the Board of Directors.

ARTICLE VIII

ADDITIONAL PROVISIONS

Indemnification The Corporation shall, to the fullest extent now or hereafter permitted by law, indemnify any person made, or threatened to be made, a party to any action or proceeding by reason of the fact that such person, or such person's testator or intestate, was a director, or officer of the Corporation, against judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees. No indemnification may be made to or on behalf of any such person if (a) such person's acts were committed in bad faith or were the result of such person's active and deliberate dishonesty and were material to such action or proceeding or (b) such person personally gained in fact a financial profit or other advantage to which such person was not legally entitled.

Conflicts of Interest, Policy and Annual Disclosure.

- A. A conflict of interest arises when a director, officer, or key employee, or a relative of such person, has a direct or indirect financial interest, or a material interest, in any transaction or arrangement with the corporation, or in any decision or action of the corporation that could result in a personal benefit or advantage to that individual or their relative.
- B. Any director, officer, or key employee who has a conflict of interest, or who believes a potential conflict of interest exists, shall disclose the material facts concerning the interest to the Board of Directors or appropriate committee. Such person shall not be present during deliberations or vote on the matter creating the conflict, nor shall they attempt to influence the deliberations or voting on the matter. They may be counted in determining the presence of a quorum for the meeting if permitted by applicable state law.

- C. Any transaction involving a conflict of interest or a related party shall be reviewed and approved by the disinterested members of the Board or committee, ensuring that the transaction is fair, reasonable, and in the best interest of the corporation at the time of approval. The Board shall consider alternative transactions, to the extent available, and shall document the basis for its approval of any such transaction.
- D. The board shall adopt a written Conflict of Interest Policy consistent with NCPL §715-a. Every director shall complete, sign, and submit a written statement identifying potential conflicts of interest, as required by the Conflict of Interest Policy, prior to their initial election and annually thereafter.

**CERTIFICATE OF SECRETARY OF
NEXUS INSTITUTE FOR TRANSLATIONAL RESEARCH INC.,
a New York Nonprofit Corporation**

I hereby certify that I am the duly elected and acting Secretary of Nexus Institute for Translational Research Inc., and that the foregoing Bylaws, is a true and complete copy of the resolutions of the Corporation and duly adopted by the Board of Directors of the Corporation on _____, 20_____.

DATED: _____, 20_____

Preciosa Elizabeth Akinbo
Secretary

**UNANIMOUS WRITTEN CONSENT OF
THE BOARD OF DIRECTORS IN LIEU OF
THE FIRST MEETING OF THE BOARD OF DIRECTORS OF**

**Nexus Institute for Translational Research Inc.,
a New York Nonprofit Corporation**

The undersigned, constituting all the current directors of Nexus Institute for Translational Research Inc., a New York nonprofit corporation (the "Corporation"), pursuant to NPCL § 708(b), provide(s) their written consent to the following actions and resolutions:

Certificate of Incorporation

RESOLVED: That the Certificate of Incorporation of the Corporation filed with the New York Department of State hereby is adopted, ratified and affirmed in all respects.

RESOLVED FURTHER: That the Secretary of the Corporation is authorized and directed to insert a copy of the Certificate of Incorporation in the Corporation's minute book.

BYLAWS

WHEREAS, the Board of Directors of this Corporation (the "Board of Directors") have not as yet adopted any bylaws for the Corporation (the "Bylaws"); and

WHEREAS, the best interests of this Corporation will be served by the adoption of Bylaws:

THEREFORE, BE IT RESOLVED: That the Bylaws attached hereto are adopted as the Bylaws of this Corporation.

RESOLVED FURTHER: That the Secretary of this Corporation be and hereby is authorized and directed to execute a certificate of adoption of said Bylaws and to insert said Bylaws as so certified in the Corporation's minute book and to see that a copy of said Bylaws, similarly certified, is kept at the principal office for the transaction of business of this Corporation.

ELECTION OF OFFICERS

RESOLVED: The following persons are elected to the offices indicated after their names until their successors are duly elected and qualified, or their earlier death, resignation or removal:

<u>Name of Officer</u>	<u>Office Held</u>
Maika Graceina Mitchell	President
Preciosa Elizabeth Akinbo	Secretary
Mary Thomas	Treasurer
Maika Graceina Mitchell	CEO, President

ACCOUNTING YEAR

RESOLVED: That until otherwise determined by the Board of Directors this Corporation adopts an accounting year as follows:

Date Accounting Year Begins:	January 1
Date Accounting Year Ends:	December 31

PRINCIPAL OFFICE LOCATION

RESOLVED: That the principal office of the Corporation is located at the address set forth below until changed by a future resolution of Board of Directors:

Street Address:	228 Park Ave S #270456,
City:	New York
County:	New York
State:	New York
Zip Code:	10003

BANK RESOLUTION

RESOLVED: That this Corporation open an account or accounts with federally insured financial institutions for the purpose of holding and investing Corporation funds.

RESOLVED FURTHER: That until such authority is revoked by sealed notification to said financial institution of such action by the Board of Directors of this Corporation, the

following persons are authorized to execute checks and other items for and on behalf of this Corporation:

<u>Name of Officer</u>	<u>Office Held</u>
Maika Graceina Mitchell	President
Mary Thomas	Treasurer

RESOLVED FURTHER: That if this is a checking account, the bank is requested to prepare and deliver statements and canceled checks monthly to the statement mailing address shown on the bank records.

INCORPORATION EXPENSES

In order to provide for the payment of expenses of incorporation and organization of the Corporation, on motion duly made, seconded and unanimously carried, the following resolution was adopted:

RESOLVED: That the President and Treasurer of this Corporation are authorized and directed to pay the expenses of incorporation and organization of this Corporation.

AUTHORIZATION TO FILE WITH GOVERNMENTAL AGENCIES

EXEMPTIONS FROM FEDERAL AND STATE TAXES

RESOLVED: The officers of this Corporation are authorized and directed to prepare and file IRS Form 1023, Application for Recognition of Exemption under Section 501(c)(3) of the Internal Revenue Code, and any documentation required to obtain an exemption from New York taxes, which act is hereby ratified. The officers are authorized and directed to execute and file all necessary applications for exemptions from such tax with the appropriate federal and state tax authorities, and to pay necessary filing fees.

AUTHORIZATION OF FURTHER ACTIONS

RESOLVED, that the officers of the Corporation are, and each of them hereby is, authorized, empowered and directed, for and on behalf of the Corporation, to execute all documents and to take all further action as they may deem necessary, appropriate or advisable to effect the purposes of each of the foregoing resolutions.

RESOLVED, that any and all actions taken by any officer of the Corporation in connection with the matters contemplated by the foregoing resolutions are hereby approved, ratified

and confirmed in all respects as fully as if such actions had been presented to the Board of Directors for approval prior to such actions being taken.

RESOLVED: That the Conflict of Interest Policy set forth in the Bylaws is hereby adopted and shall be binding on all directors, officers, and key employees.

IN WITNESS WHEREOF, each of the undersigned, being all the Directors of the Corporation, has executed this Written Consent as of the date set forth below.

Date: _____

Maika Graceina Mitchell, Director

Mary Thomas, Director

Preciosa Elizabeth Akinbo, Director

CERTIFICATE OF SECRETARY OF
NEXUS INSTITUTE FOR TRANSLATIONAL RESEARCH INC.,
a New York Nonprofit Corporation

I hereby certify that I am the duly elected and acting Secretary of Nexus Institute for Translational Research Inc., and that the foregoing Unanimous Written Consent of The Board of Directors In Lieu of The First Meeting of The Board of, is a true and complete copy of the resolutions of the Corporation and duly adopted by the Board of Directors of the Corporation on _____, 20_____.

DATED: _____, 20_____

Preciosa Elizabeth Akinbo
Secretary